

Exhibit H



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 17, 2013

Inv. # 1595278
Our Ref. 062108-000100
SJR

Attention: Residential Capital, LLC

Re: Case Administration

09/03/13	MG8	Brief review of docket activity in connection with Curtis' role as Debtors' conflicts counsel, including objection to Debtors' 26th Omnibus Claims Objection, Syncora Response to Claims Objection, Motion to Extend Time to Respond to Claims Objection, Debtors' Response to Examiner's Motion for Relief from Duties, Wells Fargo Reservation of Rights Regarding Assumption and Assignment of Syncora Agreements, and Order Granting Discovery Protocol Regarding Plan Confirmation (.40)	0.40
09/04/13	MG8	Review daily docket activity in connection with Curtis' role as Debtors' conflicts counsel, including numerous orders disallowing and expunging claims, a motion for relief from the stay, correspondence regarding the discovery protocol for confirmation and entry of the order with respect to the claim, and a memorandum order regarding admission of evidence in connection with FGIC settlement dispute (.60)	0.60
09/05/13	MG8	Brief review of daily docket activity in connection with Curtis' role as Debtors' conflicts counsel including several responses to claims objections and the Order Granting the Debtors' 17th Omnibus Claim Objection (.30)	0.30
09/09/13	MG8	Attend to review of docket in connection with Curtis' role as Debtors' conflicts counsel, including filings by Mercer and Lewis Kruger regarding compensation, agenda for September 11, 2013 hearing, responses filed in connection with US Trustee objections to 3rd Interim Fee Applications, various notices of adjournment and responses to claims objections, and Debtors' Reply to Syncora Objection to Assumption and Assignment (.50)	0.50
09/10/13	MG8	Review docket activity, including numerous statements relating to Third Interim Fee Applications, stipulations resolving claims objections, response to claims objections notices of adjournments with respect to claims objections, proofs of claims filed by certain individuals and related notices of appearance, revised	0.40

December 17, 2013
Inv # 1595278
Our Ref # 062108-000100

Page 2

agenda for September 11 hearing and stipulations relating to relief from the automatic stay (.40)

09/13/13 MG8	Brief review of docket activity, including memorandum order approving settlement with FGIC, order granting 17th Omnibus Claims Objection and Order Sustaining Debtors' Objection to PNC Bank Proof of Claim (.40)	0.40
09/19/13 MG8	Attend to brief review of docket activity in ResCap Chapter 11 cases in connection with Curtis' role as Debtors' conflict counsel, including various responses to claims objections, several objections by Debtors to claims, notices of adjournment of certain pending matters, FGIC settlement approval order and filings related to Plan discovery (.50)	0.50
09/20/13 MG8	Review daily docket activity and review agenda for September 24, 2013 Omnibus Hearing in connection with Curtis' role as Debtors' conflicts counsel, including numerous responses to claims objections, the Debtors' filed versions of the 35th-50th Omnibus Claims Objections the Debtors' Objection to certain claims filed by UMB Bank, the agenda for the September 24, 2013 hearing, and the order approving the Debtors' settlement with FGIC (.40)	0.40
09/30/13 MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counts, including various filings in connection with claims objections, filings with respect to Kruger retention, and agenda for October 2 hearing and stipulation concerning UMB Voting (.80)	0.80

TOTAL HOURS 4.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	4.30	625	2,687.50
		4.30		\$2,687.50

TOTAL SERVICES \$2,687.50

December 17, 2013
Inv # 1595278
Our Ref # 062108-000100

Page 3

Summary of Expenses

Courier Expense	41.43
External Photocopy Services	650.80
Intercall Audio Conferencing	40.99
CourtCall	88.00
Pacer - ECF	15.90

TOTAL EXPENSES	\$837.12
-----------------------	-----------------

TOTAL THIS INVOICE	\$3,524.62
---------------------------	-------------------



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 17, 2013

Inv. # 1595281
Our Ref. 062108-000320
SJR

Attention: Residential Capital, LLC

Re: Claims Administration and Objections

09/02/13	AVA	Research federal case law relating to withdrawal of claims pursuant to section 502(e)(1)(B) of the Bankruptcy Code and requirements for waiver of arguments a party has failed to brief before the court, in connection with drafting Debtors' Reply to Claims Objection Response of PNC Bank, N.A., a conflict party (4.50)	4.50
09/03/13	SJR	Review Omnibus Objection to claims related to Fortress conflict parties which Curtis is handling in connection with ResCap case as conflicts counsel (.80)	0.80
09/03/13	TF1	Review and provide comments to omnibus objection to claims, including objection, notice, proposed order, and affidavit in support in connection with objection to claims of conflict party Fortress (.80)	0.80
09/03/13	JJW	Conference with M. Gallagher, M. Cohen, and A. Anon, as well as J. Wishnew of Morrison & Foerster, and M. Biggers and L. Marshall of Bryan Cave re: reply in support of conflict party PNC Bank Objection and PNC response (.80); review and comment on PNC response (.40); conference with M. Gallagher and A. Anon re: response in support of Objection and Section 502(e) issues related thereto (.50)	1.70
09/03/13	MG8	Review conflict party PNC Bank response to objection to Debtors' Objection to PNC Bank proof of claim for indemnity and contribution (.30); briefly review Debtors' objection to PNC Bank proof of claim in preparation for call with Bryan Cave and Morrison & Foerster attorneys to discuss Debtors' Reply (.20); prepare for and participate in call with L. Marshall, M. Biggers and E. Dill of Bryan Cave, J. Wishnew of Morrison & Foerster, M. Cohen, A. Anon, and J. Walsh to discuss Debtors' reply to PNC Bank response to Debtors' objection to PNC Bank proof of claim (.80); meet with A. Anon and J. Walsh to discuss content of and approach for the Debtors' reply in connection with the Debtors' Objection to PNC Bank's proof of claim (.50); attend to correspondence with J. Rothberg of Morrison & Foerster regarding Curtis assuming lead for upcoming	2.70

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 2

Omnibus Objection to facially defective and time-barred proofs of claim filed by conflict parties, among others, several Fortress entities (.30); review transcript of hearing on Debtors' and JSNs' motions to dismiss for discussion with respect to default rate of interest as such discussion is relevant to conflict party Citibank claim for interest at the default rate under the Citibank MSR Facility (.40); correspondence with P. Buenger regarding updating draft objection to Citibank Claim for interest at the default rate and related declaration (.20)

09/03/13 MAC	Review and revise omnibus claims objection for late-filed claims with respect to conflict parties and review underlying documents in connection with same (1.30); teleconference with L. Marshall and M. Biggers of Bryan Cave, as well as J. Walsh, M. Gallagher, and A. Anon re: conflict party PNC Bank claim objection strategy (.80); correspondence with M. Gallagher re: PNC Bank claim objection and other claims objections with respect to conflict parties (.40); conduct research in connection with issues related to reply to PNC claim objection response (1.50)	4.00
09/03/13 PJB2	Correspondence with J. Rothberg of Morrison & Foerster re: Debtors' omnibus objection to claims based on facially defective and/or time barred claims for purposes of handling conflict parties being objected to within omnibus objection, including Credit Suisse (.20); correspondence with M. Gallagher re: same (.10); review draft of same and provide comments to M. Gallagher (1.10)	1.40
09/03/13 AVA	Attend conference with L. Marshall, M. Biggers, and E. Dill of Bryan Cave, and M. Cohen, J. Walsh and M. Gallagher of Curtis in connection with strategy related to conflict party PNC Bank N.A.'s Response to Claim Objection (.80) prepare for same (.30); begin drafting reply brief for distribution to J. Walsh, M. Gallagher and M. Cohen (4.40) continue to research case law related to issues raised in reply brief in connection with PNC Bank Claim (4.10); conference with M. Gallagher and J. Walsh re: reply to PNC Bank Claim objection and section 502 arguments (.50)	10.10
09/04/13 TF1	Confer with M. Gallagher on status of objections to claims of conflict parties Citibank and PNC (.40); attend to incorporation of comments and finalization of omnibus objection to facially-defective and time-barred claims of conflict party Fortress (.50)	0.90
09/04/13 JJW	Conference with A. Anon re: response in support of Objection to conflict party PNC proof of claim (.30); review and comment on draft response re: same (.50)	0.80
09/04/13 MG8	Telephone conference with N. Moss of Morrison & Foerster regarding latests drafts of omnibus claim objection and notice for facially defective and	4.20

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 3

time-barred securities claims where Curtis will be adverse to several Fortress entities and discuss whether Curtis will file the same and status of related Kruger Declaration (.30); review and revise omnibus claim objection and notice for facially defective and time-barred securities claims where Curtis will be adverse to several Fortress entities (.50); attend to correspondence with M. O'Donoghue and S. Reisman regarding upcoming omnibus claims objections with respect to claims filed by conflict party Bank of America (.20); telephone conference with T. Foudy with respect to update on discussions with PNC Mortgage regarding its proofs of claim and potential objection to conflict party Citibank claim for default interest (.40); review and revise draft reply in connection with Debtors' Objection to PNC Bank proof of claim (1.70); correspond with A. Anon regarding comments to reply in connection with Debtors' Objection to PNC Bank proof of claim (.30); confer with M. Cohen regarding status of reply with respect to Debtors' Objection to PNC Bank proof of claim (.30); related follow-up with J. Walsh regarding the same (.10); review transcript from August 22 hearing in connection with preparing Debtors' reply in connection with Debtors' Objection to PNC Bank proof of claim (.40)

09/04/13	MAC	Review and revise response to conflict party PNC Bank's reply to claim objection (.80); confer with M. Gallagher re: same and status of reply re: same (.30); draft email correspondence re: same (.20)	1.30
09/04/13	PJB2	Correspondence with M. Gallagher re: Debtors' omnibus objection against certain securities claims, including securities claims filed by Fortress conflict parties to the Debtors' lead counsel, Morrison & Foerster, to be handled by Curtis (.20); review and provide comments on same (.80)	1.00
09/04/13	AVA	Continue drafting reply brief in support of Debtors' objection to conflict party PNC proof of claim (2.40); circulate same to J. Walsh, M. Gallagher and M. Cohen (.10); conference with J. Walsh re: same (.30); continue to research case law related to issues raised in reply brief in connection with same (3.20); review and revise according to comments of M. Gallagher and J. Walsh and re-distribute draft (2.30); draft proposed orders in connection with PNC Claim adjudication (.70); review Claims Objection Procedures and related court orders in connection with reply brief (.30); review August 22, 2013 transcript hearing in connection with same (.20)	9.50
09/05/13	MG8	Telephone conference with F. Walters, counsel to Kessler Class plaintiffs, regarding conflict party PNC Bank reservation of rights and follow-up correspondence with M Cohen and J. Walsh regarding	7.10

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 4

same (.30); further review and revise draft Reply in connection with Debtors' Objection to PNC Bank proof of claim and drafts of related proposed orders (1.40); follow-up correspondence with A. Anon regarding same (.20); correspond with M. Cohen re: comments to draft (.20); implement comments of M. Cohen to Debtors' reply in connection with Debtors' Objection to PNC Bank proof of claim (.60); correspond with M. Cohen re: comments to proposed orders in connection with same and implement the same (.50); attend to correspondence with L. Marshall of Bryan Cave regarding Debtors' objection to PNC Bank proof of claim and locate and transmit to him certain hearing transcripts relevant to the same (.50); correspond with M. Biggers and L. Marshall of Bryan Cave, J. Wishnew and N. Rosenbaum of Morrison & Foerster, and B. Thompson regarding current drafts of Debtors' Reply in connection with Debtors' Objection to PNC Bank proof of claim, related proposed orders and seeking comments on the same (.40); attend to follow-up correspondence from L. Marshall and M. Biggers regarding the same (.20); attend to several communications throughout the day with T. Foudy regarding the status of certain omnibus objections where Curtis acts as conflicts counsel or may be called to act as conflicts counsel in the future, such as those involving Fortress, MetLife, and Bank of America (.30); review all cases cited in current draft of Debtors' Reply in connection with Debtors' Objection to PNC Bank proof of claim (2.30); check transcript from August 22, 2013 hearing on Kessler Class Settlement motion and adjust language in reply to make consistent with transcript (.20)

09/05/13	PJB2	Review conflict party PNC Bank's Response and Reservation of Rights to Debtors' Objection to PNC's proof of claim (.60); review and comment on draft of Debtors' reply to same and further support of objection to PNC proof of claim (1.60); correspondence with M. Gallagher, J. Walsh and M. Cohen re: same (.30)	2.50
09/05/13	FRG	Prepare binder re: cases cited in reply in further support of objection re: PNC's proof of claim (2.50); distribute to M. Gallagher, T. Foudy, and J. Walsh for review (.20)	2.70
09/05/13	AVA	Review and revise reply brief and draft proposed orders in connection with conflict party PNC Claim adjudication (3.20); confirm accuracy of citations and validity of case law cited in connection with PNC Claim reply brief (4.40)	7.60
09/06/13	SJR	Follow up regarding conflict party PNC Bank's Claim Objection, including revisions to reply brief re: same (.80)	0.80

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 5

09/06/13 MG8	<p>Review suggested edits from J. Wishnew to Debtors' reply in connection with Debtors' Objection to conflict party PNC Bank proof of claim (.30); confer with A. Anon regarding implementing the same (.20); review message from V. Marriott of Ballard Spahr regarding objection to PNC Bank claim and follow-up with J. Walsh and M. Cohen regarding addressing the same (.30); telephone conference with J. Wishnew of Morrison & Foerster regarding message from PNC Bank regarding chambers contacting PNC Bank to determine if chambers also contacted Debtors' counsel (.20); correspond with L. Marshall of Bryan Cave regarding Debtors' Reply in connection with Debtors' Objection to PNC Bank proof of claim and PNC's voicemail regarding its contact with chambers about a possible consent order (.30); telephone conference with A Kerman of Judge Glenn's chambers regarding status of Debtors' Objection to PNC Bank's proof of claim (.20); follow-up correspondence with J. Walsh, M. Cohen, L. Marshall and M. Biggers of Bryan Cave regarding call with A. Kernan (.20); review and further revise Debtors' Reply in connection with Debtors' Objection to PNC Bank proof of claim, and related follow-up with A. Anon (.50); review comments from P. Buenger to Debtors' Reply in connection with Debtors' Objection to PNC Bank proof of claim and discuss with P. Buenger the same (.30); correspond with A. Anon regarding latest revisions and re-circulation to J. Walsh, M. Cohen and myself of the draft Reply in connection with Debtors' Objection to PNC Bank proof of claim and related proposed orders (.30); review correspondence from D. Flanigan, bankruptcy counsel to plaintiffs in Kessler Class Action in connection with same and related follow-up (.20); correspond with V. Marriott and S. Shindler-Williams requesting draft proposed consent order for Debtors' review and related follow-up with M. Cohen and J. Walsh re: same (.30)</p>	3.30
09/06/13 MAC	<p>Review revised version of reply brief in connection with conflict party PNC Bank's claims objection (1.10); review cases in connection with issues related to Kessler Settlement and PNC Bank claim resolution (1.70)</p>	2.80
09/06/13 PJB2	<p>Correspondence with M. Gallagher re: draft of Debtors' reply to conflict party PNC Bank's reservation of rights with respect to objection against PNC proof of claim (.10); review revised draft of same in preparation for filing reply (.60); correspondence with C. Cu of Kurtzman Carson, claims agent for the Debtors, regarding service of same (.10)</p>	0.80
09/06/13 FRG	<p>Begin preparing materials for chambers copies and internal binders of materials in anticipation of filing on Monday re: reply in further support of objection to</p>	0.50

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 6

conflict party PNC's proof of claim (.50)

09/06/13 AVA	Continue to review and revise reply brief according to comments of Bryan Cave, M. Gallagher and J. Walsh and draft proposed orders in connection with conflict party PNC Claim adjudication and prepare brief for final filing on September 9, 2013 (4.10); confer with M. Gallagher re: same (.20)	4.30
09/08/13 TF1	Draft email to M. Gallagher following up on status for finalizing objection to claim of conflict party Fortress (.10)	0.10
09/08/13 MG8	Review and comment on latest draft of Debtors' reply in connection with objection to conflict party PNC Bank proof of claim and attached proposed orders (.80); attend to correspondence with A. Anon regarding the same (.20); attend to correspondence from T. Foudy re: omnibus objection involving Fortress claims (.10)	1.10
09/09/13 SJR	Attend to review of documentation regarding PNC Bank claim, including draft of reply, and issues in connection with objection to same (.40); confer with M. Gallagher re: same (.30)	0.70
09/09/13 JJW	Review and comment on proposed consent order provided by conflict party PNC Bank's counsel in connection with PNC Bank's claim (.40); correspond with M. Gallagher re consent order and hearing on Objection to PNC Bank's claim (.50); review and comment on reply in support of Objection to PNC Bank's claim in connection with Kessler litigation (.30); prepare for hearing on Objection, including review of cases and terms of proposed settlement (1.00)	2.20
09/09/13 MG8	Attend to further review and revision of Debtors' Reply in connection with conflict party PNC Bank proof of claim (.70); attend to correspondence with E. Frejka, counsel to the Committee, regarding the same (.20); incorporate comments of E. Frejka of Kramer Levin into current draft of Reply (.30); attend to correspondence from B. Thompson, ResCap general counsel, regarding sign off on Debtors' Reply in connection with PNC Bank Claim (.20); attend to correspondence with N. Rosenbaum of Morrison & Foerster regarding Debtors' Objection to PNC Bank proof of claim and update him on matters related to the same (.30); attend to correspondence with L. Marshall and M. Biggers of Bryan Cave regarding status of Debtors' Objection to PNC Bank Claim (.20); confer with S Reisman regarding Debtors' reply in connection with Objection to PNC Bank Claim (.30); review draft proposed consent order received from S. Schindler-Williams, counsel to PNC Bank (.20); correspond with M. Cohen and J. Walsh regarding same and why proposed order from PNC is not acceptable to Debtors (.20); finalize and organize filing and service of Debtors' Reply to PNC	10.90

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 7

Bank Claim, including correspondence with A. Anon and F Guenthner regarding same (.80); review and revise draft letter to chambers transmitting Reply in connection with PNC Bank Claim and related documents (.20); correspond with F. Guenthner regarding organization of documents and binders for chambers (.30); attend to follow-up correspondence with L. Marshall and M. Biggers regarding PNC Bank proposed consent order and strategy for hearing on September 11 with respect to Objection to PNC Bank's Claim (.30); telephone conference with J. Rothberg of Morrison & Foerster regarding Curtis' filing and handling 33rd Omnibus Claims Objection with respect to proof of claims filed by conflict party Fortress entities (.30); follow-up phone call with J. Rothberg and N. Moss of Morrison & Foerster regarding same (.20); attend to correspondence with N. Moss and L. Salas of KCC regarding specialized notices for claimants subject of 33rd Omnibus Claims objection and make revisions to the same (.60); attend to correspondence with J. Rothberg regarding comments to draft of 33rd Omnibus Claims objection (.40); review and revise updated draft of Debtors' 33rd Omnibus Claims Objection for Facially Defective and Time Barred Securities Claims filed by conflict party Fortress entities (.90); review and revise proposed order for 33rd Omnibus Claims objection (.40); correspond with P. Buenger to confirm that proofs of claim in Exhibit A match the actual proofs of claim of the Fortress entities subject of the 33rd Omnibus Claims Objection (.40); correspond with N. Moss regarding general notice for 33rd Omnibus Claims Objection (.20); review and revise proposed notice for 33rd Omnibus Claims Objection (.50); review and finalize Kruger declaration in connection with 33rd Omnibus Claims Objection (.40); coordinate with A. Anon regarding cite checking for 33rd Omnibus Claim Objection (.20); revise 33rd Omnibus Claim Objection to conform table of authorities, table of contents and to make changes suggested by A. Anon as a result of cite checking (1.20); coordinate with F. Guenthner and B. Kotliar regarding filing and service of 33rd Omnibus Claims Objection and supervise them in the same (.50); attend to correspondence with KCC to arrange for service of Debtors' 33rd Omnibus Claims Objection with respect to certain proofs of claim filed by conflict party Fortress entities (.30); review proposed agenda for September 11 hearing for status of Debtors' Objection to conflict party PNC Bank proof of claim (.20)

09/09/13 MAC Conduct research in connection with issues related to conflict party PNC Bank claim objection and impact on Kessler Settlement (1.40); review and revise reply to conflict party PNC Bank response to claims objection and prepare same for filing (1.00)

2.40

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 8

09/09/13	BMK	Supervise and coordinate with F. Guenther re: filing of 33rd Omnibus Claims objection, including notice, proposed order, exhibits, and Kruger declaration in support (.60)	0.60
09/09/13	PJB2	Work throughout the day with M. Gallagher, inclusive of correspondence and discussions, on filing Debtors 33rd omnibus objection to claims filed by conflict parties and notice and proposed orders re: same (.40); review and revise updated versions of same throughout the day (1.10); correspondence with N. Moss and J. Rothberg of Morrison & Foerster throughout the day regarding same (.30); review Kruger declaration in support of Debtors' Thirty-Third Omnibus objection (.70); correspondence with M. Gallagher re: filing of Debtors' reply to conflict party PNC Bank's reservation of rights with respect to Debtors' objection to PNC claim (.10); final review of same for filing (.40); correspondence with C. Cu of Debtors' claims agent regarding filing and service of same (.20)	3.20
09/09/13	FRG	Assist in filing of reply in further support of Debtors' objection to PNC's proof of claim, including revisions to ensure correct formatting (.60); assist in filing 33rd omnibus objection and Kruger declaration in support thereof, including revisions to resolve formatting issues (.80); prepare materials for internal use and as Chambers copies as part of hearing on reply scheduled for September 11 (2.10); prepare cover letters for both reply and objection (.50); prepare disc containing reply for service to Chambers (.20)	4.20
09/09/13	AVA	Confirm accuracy and content of legal citations in submission to court in connection with conflict party PNC Bank claim objection response (2.70); review and revise reply in connection with conflict party PNC Bank proof of claim (1.90); coordinate filing of Reply Brief in Southern District of New York Bankruptcy Court (.50); draft correspondence to PNC Bank and Ballard Spahr, sending courtesy copy of Reply Brief filed in connection with PNC Claim (.10)	5.20
09/10/13	JJW	Conference with B. Thompson of ResCap, M. Gallagher, and M. Cohen re: Objection to conflict party PNC Bank's claim in connection with Kessler litigation (.30); conference with counsel for Creditors' Committee and M. Gallagher and M. Cohen re: settlement bar order and judgment credit (.30); prepare for hearing on Objection to PNC Bank claim (1.20); conference with counsel for PNC Bank re: terms of proposed consent order (.50); meet with M. Gallagher and M. Cohen to discuss strategy for hearing on PNC claim objection (.40)	2.70
09/10/13	MG8	Review and revise letter to chambers transmitting Debtors' 33rd Omnibus Claims Objection (.30);	3.90

telephone conference with J. Walsh and L. Marshall of Bryan Cave regarding status of discussions with respect to Debtors' Objection to PNC Bank proof of claim (.30); telephone conference with V. Marriott, S. Schindler-Williams of Ballard Spahr and J. Walsh to discuss possible withdrawal of PNC Bank claim or consent to disallowance (.40); follow-up call with L. Marshall with respect to same (.20); follow-up call with J. Walsh and M. Cohen and E. Frejka of Kramer Levin regarding the same (.30); meet with J. Walsh and M. Cohen to discuss strategy for hearing on Objection to PNC Bank proof of claim (.40); conference call with B. Thompson, general counsel of ResCap, J. Walsh and M. Cohen regarding Objection to PNC Bank proof of claim and various potential consensual approaches towards resolving the same (.30); conference call with E. Frejka, F. Walters (counsel to Class Plaintiffs) regarding Debtors' Objection to PNC Bank proof of claim and related issues in connection with Debtors' settlement with Class (.30); attend to follow-up correspondence with V. Marriott regarding status of Debtors' objection to PNC Bank proof of claim (.20); attend to follow-up correspondence with E. Frejka, F. Walters and J. Walsh regarding position of PNC Bank with respect to proposed withdrawal with prejudice (.20); attend to correspondence with M. Biggers regarding discovery scheduling order in MDL case pending in Pittsburgh (.20); review binder of materials for hearing on Debtors' Objection to PNC Bank proof of claim (.30); review research on sections 502(e) and 502(j) of the Bankruptcy Code in preparation for hearing in objection to PNC claims (.20); prepare alternate proposed orders with respect to PNC Bank proof of claim and correspond with A. Anon regarding the same (.30)

09/10/13	MAC	Conferences with M. Gallagher and J. Walsh re: conflict party PNC Bank claim objection and resolution of same at upcoming hearing (.40); conferences with E. Frejka of Kramer Levin and M. Gallagher and J. Walsh re: resolution of PNC Bank claim objection (.30); teleconference with M. Gallagher and J. Walsh and B. Thompson of ResCap in connection with resolution of PNC Bank Claim objection (.40); teleconferences with Plaintiffs' counsel re: resolution of PNC Bank Claim objection (.20); prepare for contested hearing on PNC Bank claim objection (1.90); review proofs of claim in connection with potential objections to claims filed by conflicts parties (1.20)	4.40
09/10/13	FRG	Complete service to Chambers of 33rd omnibus objection and Kruger declaration, including drafting of cover letter and creation of searchable disc (1.20)	1.20
09/10/13	AVA	Conduct research related to waiver in connection with upcoming hearing related to Debtors' objection to	6.60

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 10

conflict party PNC Bank claim (3.40); conduct research relating to allowance of non-mutual bar orders in settlements in connection with upcoming hearing relating to PNC Bank's objection to Debtors' settlement with Kessler plaintiffs (2.80); draft email summary to J. Walsh regarding case law research in preparation for September 11, 2013 hearing before Judge Glenn re: same (.40)

09/11/13 SJR	Review documentation in connection with objection to conflict party PNC Bank claim in connection with upcoming hearing (2.30)	2.30
09/11/13 JJW	Prepare for hearing on Objection to conflict party PNC Bank's claim in connection with Kessler settlement (1.00); conference with counsel for PNC Bank and M. Gallagher re: terms of proposed consent order in advance of hearing (.40); conference with counsel for Kessler Plaintiffs and counsel for Creditors' Committee re: proposed consent order (.40); attend hearing on Objection to PNC Bank's claim and other matters (2.50); conference with counsel for Rescap in Kessler litigation re: settlement bar order and judgment credit (.50)	4.80
09/11/13 MG8	Prepare for hearing in connection with Debtors' objection to proof of claim of conflict party PNC Bank, N.A., including review of alternate proposed orders (.40); meet with L. Marshall of Bryan Cave and J. Walsh in advance of hearing to discuss strategy on hearing on Debtors' objection to PNC Bank proof of claim (.40); meet with V. Marriot and S. Schindler-Williams of Ballard Spahr to discuss potential resolution to Debtors' objection to PNC Bank proof of claim (.30); attend portion of hearing on Debtors' Objection to PNC Bank proof of claim (.30); review hearing transcript from August 22, 2013 on Kessler Class Settlement to extent it discusses PNC Bank proof of claim and correspond with J. Walsh re: same (.20); revise proposed order sustaining Debtors' objection to PNC Bank proof of claim pursuant to section 502(e)(1)(B) (.50); correspond with J. Walsh and M. Cohen with respect to same (.40); correspond with E. Frejka of Kramer Levin regarding form of order sustaining Debtors' objection to PNC Bank proof of claim pursuant to section 502(e)(1)(B) and follow-up call to discuss comments to same (.40); several email communications with V. Marriott and S. Schindler-Williams regarding form of sustaining Debtors' objection to PNC Bank proof of claim pursuant to section 502(e)(1)(B) (.40); review PNC Bank comments to form of order sustaining Debtors' objection to PNC Bank proof of claim pursuant to section 502(e)(1)(B) and follow-up correspondence with J. Walsh and V. Marriott regarding same (.30); further revise form of order sustaining Debtors' objection to	3.80

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 11

PNC Bank proof of claim pursuant to section 502(e)(1)(B)
to reflect final agreed upon comments (.20)

09/11/13	MAC	Review order sustaining objection to conflict party PNC Bank claim and conduct research related to additional protective language (1.20); prepare for and attend contested omnibus hearing on conflict party PNC Bank Claim objection and other matters (4.00)	5.20
09/11/13	FRG	Circulate calendar entries re: 33rd Omnibus Objection regarding claims of conflict parties (.30)	0.30
09/11/13	AVA	Coordinate preparation of orders necessary for hearing relating to Debtors' objection to conflict party PNC Bank claim (.30); correspond with J. Walsh regarding outcome of PNC Bank hearing for effect on PNC claims (.30)	0.60
09/12/13	JJW	Correspond with M. Gallagher re: conflict party Citibank claim for default interest and response thereto (.40)	0.40
09/12/13	MG8	Finalize proposed Order Sustaining Debtors' Objection to Proof of Claim of conflict party PNC Bank to make sure it includes comments of PNC Bank and Committee (.50); review and revise letter to transmittal letter to chambers with respect to Order Sustaining Debtors' Objection to Proof of Claim of PNC Bank and related follow-up with F. Guenther regarding disc and delivery (.30); attend to correspondence with P. Grande of ResCap regarding obtaining ResCap guaranty of Citibank MSR Facility and related follow-up with J. Walsh (.30)	1.10
09/12/13	FRG	Affect service of Order Sustaining Debtors' Objection to PNC's Proof of Claim to Chambers and circulate letter re: same (.80)	0.80
09/13/13	MG8	Attend to several emails with J. Wishnew and N. Rosenbaum of Morrison & Foerster regarding conflict party PNC Bank claim and related issues in Kessler Class Action (.40)	0.40
09/16/13	MG8	Telephone conference with J. Wishnew of Morrison & Foerster regarding PNC Mortgage proofs of claims and upcoming omnibus claims objections involving several potential conflicts parties (.30); attend to correspondence with S. Martin of Morrison & Foerster regarding ResCap guaranty for Citibank MSR Facility in connection with issue over ResCap accounts in London frozen by conflict party Citibank and allegedly related claim of Citibank for default interest under the MSR Facility (.40); attend to brief review of proofs of claim filed by actual and various potential conflict parties including Credit Suisse, Oracle, UBS Real Estate, Bank of New York, Everbank and certain individuals with whom Morrison & Foerster has conflicts in connection with upcoming Omnibus Objections for which Curtis will	1.40

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 12

act as Debtors' counsel (.70)

09/17/13 SJR	Review and revise 35th Omnibus Claims Objection in connection with ResCap case and attend to matters related to same (1.30)	1.30
09/17/13 JJW	Review Guaranty Agreement between Rescap and conflict party Citibank in connection with Citibank claim for default interest (.50); conference with M. Gallagher re: same (.40); review d [REDACTED] (.30)	1.20
09/17/13 MG8	Meet with J. Walsh to review status of conflict party Citibank claim for default interest under the MSR Facility and PNC Bank matters (.40); review ResCap guaranty of Citibank MSR Facility forwarded by P. Grande of ResCap in connection with same (.80); attend to correspondence from N. Moss of Morrison & Foerster regarding 35th Omnibus Claims Objection (Assumed Contract Claims) and need for Curtis to be adverse to Hewlett Packard (.30); telephone conference with N. Moss regarding same as payment of cure amount needed to be determined (.20); review all conflict party Hewlett Packard Claims that are subject of 35th Omnibus and compare to Hewlett Packard objection to Notice of Assumption and Assignment pursuant to Platform Sale (1.20); review and revise 35th Omnibus Claim objection, Notice, Proposed Order and Horst Declaration in support of 35th Omnibus (2.90); attend to correspondence with T. Foudy regarding same (.20); follow-up correspondence with N. Moss regarding need to review specialized notice and general notice (.20); review and comment on specialized notice for 35th omnibus claim objection (.30); review Hewlett Packard objection to assumption and assignment of agreements pursuant to asset sales to Ocwen and Berkshire Hathaway (.40); follow-up correspondence with N. Moss regarding same (.50); attend to numerous communications with Morrison & Foerster attorneys, including M. Crespo and A. Barrage regarding status of assumption and assignment of Hewlett Packard agreements, and review various correspondence between Hewlett Packard and Morrison & Foerster as well as drafts of stipulation regarding the same (.50); attend to correspondence from M. Talarico and Y. Mathu of FTI regarding payments to Hewlett Packard and remaining open issues (.30)	8.20
09/17/13 MAC	Review Omnibus Claims objection involving Hewlett Packard and underlying claims in connection with objection to claims of conflict parties being handled by Curtis (1.60)	1.60
09/17/13 DAB	Review Debtors' omnibus objection to claims of conflict party Hewlett Packard for accuracy and email to T.	0.50

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 13

Foudy re: same (.50)

09/18/13 TF1	Review 35th Omnibus Objection to Claims in connection with conflict party Hewlett Packard (.50); email correspondence with M. Gallagher re: same (.80); attend to analysis, investigation and strategy in regards to re-classifying claim of conflict party Wells Fargo in connection with potential objection (1.40)	2.70
09/18/13 JD3	Review correspondence re: treatment of claim of conflict party Wells Fargo as collateral agent as secured and impact on JSN litigation position if any (.20); review proof of claim of same and follow-up correspondence and discussions re: solicitation procedures (.50); prepare and circulate e-mail re: same (.60); various discussions with J. Weber, D. Bloom, T. Foudy, and M. Gallagher re: charging lien and secured status of claim (.40); follow-up correspondence re: same (.40)	2.10
09/18/13 JJW	Correspond with M. Gallagher and E. Tobin re: Guaranty Agreement and conflict party Citibank claim for default interest (.40)	0.40
09/18/13 MG8	Review proofs of claim of conflict parties CitiMortgage, UBS and DLJ in connection with upcoming claims objection (.70); correspond with E. Richards of Morrison & Foerster regarding issues relating to the same (.40); review correspondence from D. Bloom regarding his review of various proofs of claim to be included in miscellaneous upcoming omnibus claims objection being prepared by E. Richards, which may include claims filed by conflict party Oracle America (.40); review proofs of claim filed by conflict party Oracle America and correspond with E. Richards regarding basis for including these proofs of claim in "no liability" omnibus objections (.50); confirm with E. Richards that Oracle America Claims will not be reclassified, but included in omnibus objection for "no-liability claims (.30); attend to correspondence with E. Richards regarding additional UBS and DJL claims that may be included in omnibus claims objection for "insufficient documentation claims" (.20); review related UBS and DLJ proofs of claims and follow-up with E. Richards regarding views regarding potential objections to the same (.50); per email from E. Richards, review conflict party CitiMortgage proofs of claim that may be included in "insufficient documentation" omnibus objection and follow-up with E. Richards regarding the same (.40); revise notice for 35th Omnibus Objection and transmit to N. Moss (.50); review message from F. Sosnick, Citibank counsel, regarding blocked ResCap London accounts and follow-up with J. Walsh regarding same and [REDACTED] (.40); attend to numerous communications throughout the day with N. Moss and A. Barrage regarding Hewlett Packard	10.80

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 14

open issues and possible objection to Hewlett Packard proofs of claim on basis that related agreements were assumed and assigned (.50); review correspondence with Hewlett Packard regarding proposed cure amounts and drafts of stipulation resolving Hewlett Packard issues in connection with Platform Sale (.60); review correspondence from FTI and related spreadsheets related to Hewlett Packard's cure claims with respect to agreements assumed and assigned pursuant to the Platform Sale as well as agreements related to Ally (.40); correspond with D. Bloom re: review of Omnibus Claims Objection with respect to conflict party Oracle America and review of related proofs of claim (.30); correspond with E. Richards regarding inclusion of Wells Fargo in upcoming Omnibus Claims Objection and review related POC (.60); correspond with D. Bloom regarding inclusion of Wells Fargo in upcoming Omnibus for numerous types of claims (including Oracle America Claim) and related follow-up with E. Richards (.50); review briefly 25 Wells Fargo proofs of claims filed in its capacity as collateral agent and follow-up with T. Foudy and D. Bloom regarding same (.80); telephone conference with E. Richards and D. Harris of Morrison & Foerster regarding possible inclusion of Wells Fargo proofs of claim in upcoming omnibus objection (.20); correspondence with T. Foudy with respect to the same and follow-up with T. Goren of Morrison & Foerster regarding potential issue with including Wells Fargo claims in omnibus (.30); attend to follow-up correspondence with J. Drew, S. Reisman, T. Foudy, D. Bloom and J. Weber regarding Wells Fargo claims (.30); correspond with T. Foudy, E. Richards and D. Harris of Morrison & Foerster regarding resolution of issues with Wells Fargo proofs of claim (.30); review Everbank proofs of claim and correspond with C. Damask regarding same (.40); review and revise draft documents related to omnibus claims objection for no-liability non-borrower claims forwarded by C. Damask, as Everbank is included in the same (.80); review proofs of claim related to no-liability non-borrower claims and correspond with C. Damask regarding same (.50)

09/18/13 JTW Review conflict party Wells Fargo Proof of Claim in preparation to filing objection to claim as Wells Fargo is a conflict party (.40); correspond with D. Bloom re: treatment of Wells Fargo's claims (.70); correspond with J. Drew re: issues related to the Wells Fargo's claims objection and review motion to approve disclosure statement, proposed plan and order approving disclosure statement regarding claim classification and vote balloting (.70); review proof of claim filed by UMB Bank, N.A. to determine if Wells Fargo's claim is duplicative of UMB's proof of claim and should thus be resolved as part of the JSN Adversary Proceeding as opposed to the claims allowance

2.20

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 15

process (.40)

09/18/13 DAB	Review and comment on draft 35th omnibus claims objection per Morrison & Foerster request (1.00); extensive review of proofs of claim listed against draft chart to ensure accuracy (1.30); review proofs of claim listed in Exhibits A through F attached to draft miscellaneous non-borrower claims objection per Morrison & Foerster request (2.00); review and comment on revised draft 35th omnibus claims objection and notice associated with same (.80); email T. Foudy re: same (.20) extensive correspondence with T. Foudy, M. Gallagher, J. Weber, J. Drew re: objection to claim by JSN litigation conflict party Wells Fargo based on clerical error misclassifying claim status (1.20)	6.50
09/18/13 ET	Review and analyze Amended and Restated Loan and Security Agreement among GMAC Mortgage, ResCap and conflict party Citibank, and Amended and Restated Guarantee of ResCap in connection with d [REDACTED] (.30); research [REDACTED] (.30); correspond with J. Walsh re: same (.10)	0.70
09/19/13 MG8	Review proofs of claim listed in Exhibit A to Proposed Order for Debtors' Omnibus Objection to Claims (Non-Borrower, No Liability - Insufficient Documentation), which currently includes proofs of claim of CitiMortgage, UBS entities and DJL and other potential conflict parties (.70); review proof of claim listed on Exhibit A to Proposed Order for Debtors' Omnibus Objection to Claims (Non-Borrower, No Liability - Amended Superseded) and related follow-up with C. Damast and FTI regarding some minor issues with respect to the same (.80); attend to review and revision of notices for Amended and Superseded Claims omnibus and follow-up with C. Damast regarding same (.60); attend to correspondence with E. Richards of Morrison & Foerster regarding respect to claims of DLJ and UBS being included on Omnibus Claims Objections on the basis of insufficient documentation (.20); attend to review and revisions of full set of draft omnibus claims objection for claims having insufficient documentation and transmit comment to E. Richards, as conflict party CitiMortgage claims are included in omnibus objection (1.20)	3.50
09/19/13 ET	Correspond with J. Walsh and M. Gallagher re: conflict party Citibank's assertion of right to withhold money in the Debtors' bank accounts, per the Amended and Restated Loan and Security Agreement among GMAC Mortgage, ResCap and Citibank, and Amended and Restated Guarantee of ResCap (.20)	0.20

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 16

09/20/13 JJW	Review Opinion on JSN Motion to Dismiss in connection with conflict party Citibank claim for default interest (.30); correspond with M. Gallagher re: Opinion and response to Citibank claim (.30)	0.60
09/20/13 MG8	Telephone conference with A. Root, counsel to conflict party PNC Mortgage, to discuss issues with respect to PNC's claims (.20); attend to review and revision to draft documents to be included with filing of Debtors' Omnibus Objection to claims (Non-Borrower, No Liability - Books and Records) in which claims of Oracle America, Inc. and other potential conflicts parties are included (2.10); review comments to Exhibit A to the Proposed Order with respect to the same prepared by J. Weber (.20); review Oracle America proofs of claim and other claims highlighted by J. Weber included in Exhibit A to Proposed Order for Debtors' Omnibus Objection to claims (Non-Borrower, No Liability - Books and Records), and follow-up correspondence with S. Molison of Morrison & Foerster with respect to same (.50); review briefly the opinion issued in connection with Motions to Dismiss in JSN adversary proceeding for section on default interest (as it relates to Citibank claim) and follow-up correspondence with J. Walsh regarding same (.30); review updated documents for Non-Borrower Omni Objection Books and Records (47th) sent by S. Molison and sign off on the same (.30)	3.60
09/20/13 MAC	Review conflict party claims and omnibus objections related to non-borrower insufficient documentation claims and books and records claims (1.80)	1.80
09/20/13 JTW	As per M. Gallagher's request, review Exhibit A to Debtors' Fortieth Omnibus Claims Objection (No Liability Claims - Books and Records) to confirm all claims being objected to, including with respect to conflict parties, were included with the correct value and classification (1.30)	1.30
09/23/13 JJW	Conference with Shearman attorneys W. Roll and E. Emrich, counsel to conflict party Citibank, and M. Gallagher re: claim for default interest and ResCap bank accounts at Citibank (.40); follow-up correspondence with M. Gallagher re: defenses to same (.30)	0.70
09/23/13 MG8	Telephone conference with Shearman attorneys W. Roll and E. Emrich, counsel to conflict party Citibank, and J. Walsh from Curtis regarding ResCap London-based accounts and Citibank freeze of the same (.40); attend to follow-up correspondence with J. Walsh regarding Citibank account balances (.10); review individual form of notice for 47th Omnibus Claims objection in which Curtis acts as Debtors' conflicts counsel with respect to Oracle America, and related follow-up with S. Molison of Morrison & Foerster	1.30

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 17

(.20); attend to organization of various Omnibus Claims objections reviewed last week for Residential Capital, as Curtis acts as conflicts counsel with respect to numerous parties subject of those claims objections, including CitiMortgage, Fortress entities, Oracle America, Everbank (.60)

09/24/13 MG8	Telephone conference with P. Grande of Residential Capital regarding ResCap London-based accounts at Citibank and issues related to conflict party Citibank claim for default interest (.20); follow-up correspondence with J. Walsh regarding same (.10); telephone conference with D Mannal of Kramer Levin regarding Citibank claim for default interest and ResCap London-based accounts at Citibank that Citibank has frozen (.20); review orders granting numerous Omnibus Claims Objections to confirm that claims of conflict parties were disallowed and expunged, including claims of DLJ and UPS (.20)	0.70
09/25/13 MG8	Review orders granting 26th and 27th omnibus objections to claims in order to confirm that objections to claims of potential conflicts parties are sustained (.20)	0.20
09/26/13 MG8	Organize materials for 40th, 43rd, and 47th Omnibus Claims Objections in which Curtis is representing the Debtors as counsel with respect to certain creditors, including Oracle, CitiMortgage (.80); attend to correspondence with F. Guenthner regarding scheduling of hearing and response dates for 40th, 43rd, and 47th Omnibus Claims Objections in which Curtis is representing the Debtors as counsel with respect to certain creditors (.20)	1.00
09/27/13 FRG	Circulate calendar entries re: deadlines and hearings re: recently filed omnibus objections, per M. Gallagher (.30)	0.30
09/30/13 MG8	Telephone conference with A. Doshi, counsel to Oracle America, regarding 47th Omnibus Claims Objection in which two claims of Oracle America are included, including review of three Oracle America Proofs of Claim and related provisions of proposed plan (.50); attend to review of responses to claims objections as response to 33rd Omnibus Claims Objection are due today (.30); telephone conference with D. Mannal of Kramer Levin regarding [REDACTED] and follow-up correspondence with J. Walsh with respect to the same (.30); attend to review of follow-up correspondence sent by A. Doshi, counsel to Oracle, with respect 47th Omnibus Claims Objection to certain claims filed by Oracle (.20)	1.30

December 17, 2013
Inv # 1595281
Our Ref # 062108-000320

Page 18

TOTAL HOURS 201.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	5.90	830	4,897.00
Jonathan J. Walsh	Partner	15.50	740	11,470.00
Theresa A. Foudy	Partner	4.50	730	3,285.00
Michael Ari Cohen	Partner	23.50	730	17,155.00
Maryann Gallagher	Counsel	70.50	625	44,062.50
Ellen Tobin	Associate	0.90	600	540.00
James V. Drew	Associate	2.10	590	1,239.00
Daniel A. Bloom	Associate	7.00	480	3,360.00
Peter Josef Buenger	Associate	8.90	425	3,782.50
Bryan M. Kotliar	Associate	0.60	305	183.00
John Thomas Weber	Associate	3.50	305	1,067.50
Ada Victoria Anon	Associate	48.40	300	14,520.00
Franklin R. Guenthner	Legal Assistant	10.00	235	2,350.00
		201.30		\$107,911.50

TOTAL SERVICES \$107,911.50

Summary of Expenses

Courier Expense	37.96
External Photocopy Services	692.90
Pacer - ECF	3.30

TOTAL EXPENSES \$734.16

TOTAL THIS INVOICE \$108,645.66

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 17, 2013

Inv. # 1595282
Our Ref. 062108-000340
SJR

Attention: Residential Capital, LLC

Re: JSN Doc Review

09/01/13 EC	Review documents identified by consultants as relevant to the Ocwen APA in preparation for the deposition of individual and 30(b)(6) witnesses on behalf of the Debtors in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.10)	3.10
09/01/13 DAB	Email to J. Natividad at Alix Partners re: Debtors' production database in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); follow up correspondence with same and E. Tobin re: same (.20); further correspondence with same re: same (.20); review and analyze documents provided by H5 related to JSN Collateral issues (4.50); further analysis of subset of same for "hot" status in connection with same (.40); correspond with E. Tobin re: same (.30)	5.70
09/02/13 EC	Correspondence with R. Abdelhamid of Morrison & Foerster, E. Tobin, D. Bloom, and B. Kotliar of Curtis re: contents of reviewed documents and plan moving forward for additional second level review in preparation for Debtors' depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); review order of proof and related documents created to guide witness preparation to inform and focus review of documents relating to individual witnesses (.50); review documents relating to T. Marano in order to mark certain documents likely to appear in his deposition to assist in preparation of the witness (.90)	2.30
09/03/13 EC	Review documents relating to the JSNs' collateral position and asset purchases and marking documents to be used in preparation for trial and for preparation of deposition witnesses in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.80); review documents relating to	8.40

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 2

UMB transition in role as trustee for the Junior Secured Notes and activities of UMB and U.S. Bank as trustees in preparation for UMB deposition under Rule 30(b)(6) (1.40); review documents relating to cash collateral forecasts and variance reports and marking important documents for review in preparation for fact and 30(b) (6) witness deposition (1.20)

09/03/13	BMK	Review revised document review protocol and correspondences re: H5 deliveries and preparing witnesses and defending depositions in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70)	0.70
09/03/13	JTW	Review of documents related to the Debtors' November asset sales that were identified by H5 as relevant for the specific issues related to the claims asserted by the JSNs and Debtors in the JSN adversary proceeding where Wells Fargo and certain members of the Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point, are conflict parties (3.30)	3.30
09/03/13	DAB	Review of JSN Collateral documents contained in H5 delivery of documents in connection with JSN litigation involving conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (2.50); second level review of documents marked "hot" in same (3.00)	5.50
09/04/13	MPJ	Participate in teleconference with E. Tobin, R. Abdelhamid of Morrison & Foerster, D. Bloom, B. Kotliar and E. Combs to discuss assignments and document review strategy in advance of deposition preparation sessions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50)	0.50
09/04/13	BMK	Review document review protocol, deposition list, and order of proof in connection with next round of document review of documents received from H5 deliveries in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); correspondence with E. Tobin, M. Jones, D. Bloom and R. Abdelhamid of Morrison & Foerster re: same and providing update to ensure efficient document review and coordinating with H5 on further deliveries (.50); begin review of Whitlinger H5 deliveries for orders of proof (3.30)	4.70
09/04/13	JTW	Draft and submit comments for H5 re: documents pulled and batched with respect to issues involving the November Asset Sales in preparation for depositions related to Plan Confirmation and the JSN adversary proceeding where Wells Fargo and noteholders	0.80

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 3

	Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); circulate comments to R. Abdelhamid of Morrison & Foerster and E. Tobin (.10)	
09/05/13 EC	Review documents relating to T. Marano and marking documents with subject tags for use in preparation for depositions and trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.60); review documents relating to T. Marano cited in Examiner's report for deposition preparation and preparing index of relevant documents for deposition outline preparation team (2.50)	5.10
09/05/13 MPJ	Review and categorize documents pulled by H5 relating to Residential Capital's internal tracking of collateral value in preparation for upcoming depositions in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent of the JSNs' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.00); correspondence with R. Abdelhamid of Morrison & Foerster and J. Weber re: current H5 pulls of documents relating to JSN collateral, and associated document review strategy (.40)	5.40
09/05/13 BMK	Emails and correspondence with R. Abdelhamid of Morrison & Foerster and J. Weber re: outstanding project tasks for review of H5 deliveries in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); continue review of Whitlinger H5 delivery documents re: order of proof (1.10)	1.30
09/05/13 JTW	Review most recent order of proof circulated to target documents in document production re: JSN Collateral in connection with the JSN Adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); conduct document review of documents received from H5 re: claims associated with the extent of the JSNs' liens and the JSN Collateral in preparation for plan confirmation, and in connection with depositions and trial re: the JSN Adversary Proceeding (3.10)	3.80
09/06/13 MPJ	Confer with R. Abdelhamid of Morrison & Foerster and J. Weber re: review of documents provided by H5 to identify possible deposition exhibits as well as compile documents for deposition preparation for witnesses Whitlinger, Marano, and Farley in connection with Curtis' representation as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
09/06/13 BMK	Emails and conferences with R. Abdelhamid of	6.10

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 4

Morrison & Foerster re: tagging protocol for reviewing witness files in preparing for depositions in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review most recent order of proof, deposition chart of witness by topic, and description of personnel roles re: same (.90); review and tag documents 1-350 of Whitlinger H5 delivery re: Ad Hoc documents in connection with same (4.70)

09/06/13 JTW	Conduct continued document review in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties re: documents received from H5 re: claims associated with the extent of the JSNs's liens and the JSN collateral in preparation for deposition preparation for T. Farley (1.20); correspondence with E. Tobin and R. Abdelhamid of Morrison & Foerster at multiple times throughout the day re: procedures for reviewing H5 batched documents and producing a work in progress chart to track review progress (.60); document review re: 9/2 and 8/26 JSN Collateral batches and 8/26 APA batches (4.20); correspond with R. Abdelhamid of Morrison & Foerster and M. Jones re: review of documents provided by H5 to identify possible deposition exhibits as well as compile documents for deposition preparation for witnesses J. Whitlinger, T. Marano, and T. Farley (.30); review of documents to identify deposition exhibits with focus on documents for T. Marano's deposition (.70)	7.00
09/07/13 MPJ	Review and categorize documents pulled by H5 associated with T. Farley in order to prepare Farley for upcoming deposition in connection with Curtis' representation as conflicts counsel in the dispute with the JSNs regarding the extent and value of the JSNs' liens as defendants Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); review and categorize documents identified by H5 associated with J. Whitlinger in order to prepare Whitlinger for upcoming deposition (1.30); review and categorize documents identified by H5 associated with the value of the JSN Collateral in order to prepare for upcoming 30(b)(6) deposition relating to said topic (3.10); review and categorize documents identified by H5 associated with B. Westman in order to prepare for upcoming 30(b)(6) deposition regarding the classification of JSN collateral and Residential Capital's tracking of said collateral (1.70)	7.10
09/07/13 BMK	Complete review of Whitlinger September 6, 2013 H5 delivery re: ad hoc documents in connection with JSN Adversary Proceeding where Wells Fargo and	5.30

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 5

noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); correspond with E. Tobin and J. Weber re: additional project tasks and delegation of assignments moving forward to complete review of recent H5 deliveries (.30); review all documents in Farley 9/6 delivery re: orders of proof (1.10); review all documents in Westman 9/6 H5 delivery re: orders of proof and Ad Hoc documents (.50); numerous correspondences with M. Jones and J. Weber re: tagging issues, protocol, and delegation of project tasks (.50); review all documents re: B. Westman Ad Hoc documents re: monthly collateral reports (1.60); draft spreadsheet tracking asset level detail documents relating to same for use in preparing T. Farley deposition binder (.50)

09/07/13 JTW	Continue document review of H5 batches produced for T. Marano deposition preparation in connection with the JSN Adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, as well as additional documents provided by E. Combs upon review of Examiner's Report with attention to sections referencing T. Marano (3.60); correspond with E. Tobin re: next steps in bringing together coded and tagged documents for T. Farley deposition preparation (.30); review of documents pulled together for B. Westman to identify if any documents should be included in T. Farley's deposition preparation binder (3.10); review documents pulled together by H5 under the batch heading "Lien Theory" to identify additional documents that should be included in T. Farley's deposition preparation binder (1.80); correspond with E. Tobin and H5 representative re: filtering and compiling documents tagged and issue coded to prepare deposition preparation binder for T. Farley (.40)	9.20
09/08/13 BMK	Coordinate production of documents for T. Farley deposition prep binder with Alix partners in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are potential conflict parties (1.00); review document review protocol and issues to be handled by T. Farley in connection with 30(b)(6) depositions and trial testimony, including defending cross examination (.20); review all documents provided by Alix partners relevant to T. Farley issues in connection with same (9.60)	10.80
09/09/13 EC	Review documents and create witness preparation files relating T. Farley in preparation for witness' fact and 30(b)(6) deposition in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.80)	3.80

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 6

09/10/13	MPJ	Review documents delivered by H5 on September 9 relating to J. Whitlinger, and tag important documents for inclusion in J. Whitlinger's deposition preparation session in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30)	1.30
09/10/13	DAB	Review September 9, 2013 production by H5 in connection with JSN litigation in which conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are defendants (4.80)	4.80
09/11/13	EC	Review documents relating to JSN collateral position and tagging documents in preparation for depositions and trial and identify hot documents for review by senior attorneys in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.70); review documents relating to T. Farley and B. Westman to assist in preparation for their depositions and preparing file of important documents for their review in preparation (2.80)	5.50
09/11/13	BMK	Review 50 additional H5 deliveries relating to collateral issues received in connection with preparing for the trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); correspond with D. Bloom re: same and tagging protocol and issues relating to specific witness preparation (.60); correspond with E. Tobin and R. Abdelhamid of Morrison & Foerster re: same (.30)	2.20
09/11/13	DAB	Review JSN Collateral documents and 30(b)(6) (Westman/Farley) documents related to collateral-tracking issues from H5 document delivery in connection with JSN litigation in which noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (9.50)	9.50
09/12/13	JTW	Conduct document review of document batch provided by H5 on 9/9/13 re: the Debtors' asset sales to identify possible exhibits for deposition and trial as to issues surrounding the alleged sale of goodwill and the increase in purchase price proceeds obtained by the Debtors as measured from the value of the Debtors' assets as of the petition date in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.30)	4.30
09/13/13	EC	Review documents relating to J. Whitlinger and identify important documents for deposition preparations and to assist team drafting potential witness statements and in connection with Curtis' role as conflicts counsel, as	7.20

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 7

Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.40); review documents relating to J. Ruhlin depositions preparation and identify important documents for witness preparation and provide such documents to team preparing witness (.70); review documents relating to JSN collateral position and preparing file of important documents for trial preparation on issue of secured position of JSNs (2.20); review documents relating to Lombardo witness preparation and preparing for witness review in preparation for deposition and trial (.90)

09/13/13 MPJ	Review documents delivered by H5 on September 12, 2013 associated with the Junior Secured Noteholders' collateral, and identify key documents for use in deposition preparation sessions (1.30)	1.30
09/13/13 DAB	Review T. Farley and B. Westman-related documents from H5's September 12, 2013 document search results in connection with deposition preparation of T. Farley as 30(b)(6) witness for ResCap in JSN litigation in which conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are defendants (6.40); analysis of certain "hot" documents from same (.50); correspondence with E. Combs, J. Weber, and B. Kotliar re: status of document review throughout day (.40)	7.30
09/14/13 EC	Review documents produced by Debtors after having been removed from privilege log relating to T. Marano for substance not previously represented in the Debtors' production to anticipate and counter potential arguments to re-opening T. Marano's deposition in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.20)	5.20
09/15/13 EC	Review newly produced documents relating to T. Marano for substance not previously represented in the Debtors' production to anticipate and counter potential arguments the Marano's deposition be re-opened in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.10); draft email to R. Abdelhamid of Morrison & Foerster describing contents of additional Marano production and providing representative sample of documents in preparation for anticipated objection from the JSNs (.70)	5.80
09/16/13 MPJ	Review documents pulled by H5 as associated with J. Whitlinger, and identify key documents for inclusion in deposition preparation in connection with Curtis' representation as conflicts counsel in the dispute regarding whether the Junior Secured Noteholders are	4.60

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 8

oversecured, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.30); review and analyze documents pulled by H5 on September 15 relating to the Junior Secured Noteholders' collateral to identify which documents should be used in deposition preparation (.30)

09/16/13 JTW	Review batch of documents received from H5 on September 15, 2013 re: Debtors' asset sales, APA negotiations, and purchase price calculation found in Schedule 3.1(a) of the Ocwen APA in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.90)	2.90
09/16/13 DAB	Review H5's September 15, 2013 delivery of JSN Collateral documents per E. Tobin request in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.00)	7.00
09/17/13 MPJ	Review documents collected by H5 on September 15, 2013 pertaining to the Junior Secured Noteholders' collateral and identify key documents for inclusion in deposition preparation sessions in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.30)	2.30
09/17/13 DAB	Further review of JSN Collateral documents from H5's September 15, 2013 delivery from Debtors' database with focus on collateral-tracking issues in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (8.00); provide further updates to T. Farley and J. Whitlinger deposition preparation chart per E. Tobin request (.80); further correspond re: same with E. Tobin (.10); draft chart for E. Tobin of B. Westman "hot" documents in connection with preparation for Farley 30(b)(6) deposition (.80); review deposition preparation "hot" documents for purpose of assembling trial exhibits relating to Farley 30(b)(6) topics per E. Combs email (1.00); locate and email E. Tobin attachments to "hot" email for T. Farley deposition preparation (.10)	10.80
09/18/13 EC	Review documents relating to J. Whitlinger and create file of important exhibits for inclusion in his preparation for deposition and possible witness statement in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); review documents relating to JSN collateral position and tagging documents important in preparation for trial	1.80

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 9

on JSNs' oversecured status (.70)

09/18/13 MPJ	Review and analyze documents delivered by H5 on September 17, 2013 relating to the JSN Collateral for use in depositions and trial (2.90)	2.90
09/18/13 JTW	Review of documents in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties re: batch provided by H5 for Farley's order of proof issues that were delivered by H5 on September 17, 2013 (1.30); correspond with P. Farber of Kramer Levin re: same (.10); review of document batch provided by H5 of September 17, 2013 re: documents related to the Debtors' asset sales, APA negotiations, and purchase price calculations (1.60); correspond with E. Tobin re: update as to types of documents contained in the APA document batch and possible documents to provide J. Whitlinger with in preparation for deposition (.20); review of documents provided by Ocwen in relation to Ocwen's bid to acquire the Debtors' assets and documents related to the closing of the asset sales (1.40); correspond with E. Tobin to summarize notable documents produced by Ocwen for use in deposition preparation (.30) review documents provided by H5 on September 15, 2013 re: JSN Collateral (1.60)	6.50
09/18/13 DAB	Email P. Farber at Kramer Levin re: Farley document review in advance of deposition in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10)	0.10
09/19/13 EC	Review documents relating to JSN collateral and tag documents for use in preparation of witnesses and at trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.60); review documents relating to L. Hall involvement in exchange offering of JSN bonds and tagging documents for use in preparation of deponent and for trial (2.80); correspond with M. Jones and J. Weber re: findings of L. Hall document review and draft email reflecting findings to assist deposition preparation team (.20)	5.60
09/19/13 MPJ	Review and analyze documents pulled by H5 on September 17, 2013 relating to the extent and value of the JSN collateral for potential use at trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.50); review and analyze documents pulled by H5 relating to Laura Hall and her communications with Residential Capital around the time that the AFI Revolver was	4.70

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 10

negotiated in order to prepare Hall for her upcoming 30(b)(6) deposition in connection with same (1.00); correspond with J. Weber and E. Combs regarding review of L. Hall documents (.20)

09/19/13	JTW	Review documents provided by H5 re: L. Hall of Ally in connection with L. Hall's deposition preparation with respect to the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); correspond with E. Tobin to provide brief overview of the types of document in the L. Hall H5 batches and their potential relevance to the claims and counterclaims in the JSN Adversary Proceeding (.20)	2.30
09/20/13	JTW	Correspond with R. Abdelhamid of Morrison & Foerster re: document review going forward after close of depositions and next steps in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
09/22/13	JTW	Conduct document review with target database searches to identify documents related to persons from Walter discussing, pre-auction, whether the value of the origination platform is linked to the value fo the MSRs because the platform allows Walter to "HARP" the loans related to the MSRs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80)	0.80
09/23/13	DAB	Review September 20, 2013 H5 delivery of JSN Collateral-related documents in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.00)	5.00
09/24/13	DAB	Further review of APA and JSN Collateral-related documents in September 22, 2013 H5 production in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00)	4.00
09/25/13	MPJ	Review and analyze documents pulled by H5 on September 24, 2013 relating to the Asset Purchase Agreement with Ocwen in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.10); draft email to E. Tobin summarizing hot documents from review of H5 delivered documents (.40)	5.50
09/25/13	JTW	Conduct review of documents delivered by H5 on September 24, 2013 re: the JSNs' Collateral including	2.60

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 11

liquidation analyses in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.60)

09/25/13 DAB	Review JSN Collateral documents from H5 September 24, 2013 delivery with focus on JSN deposition preparation and ResCap deponent preparation in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.00)	5.00
09/26/13 EC	Review documents relating to Ocwen asset purchase agreement for information on valuation of intangible assets and documents relating to value of JSN collateral position and release of liens in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.80)	4.80
09/26/13 JTW	Compile hot documents from H5 batches delivered September 20, 2013 and September 25, 2013 re: JSNs Collateral package, liquidation analyses, primary collateral, the Debtors' asset sales and APA negotiations for E. Tobin's review in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.90)	1.90
09/30/13 JTW	Review documents provided by H5 on September 27, 2013 re: Debtors' asset sales, auctions, and pre-auction negotiations, as well as documents related to the make up of the JSN's collateral package and treatment of primary collateral and excluded assets under the terms of the Revolver, LOC, and JSN Bond Indenture in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.90); compile hot documents for second level review to be conducted with D. Bloom (.30)	5.20
09/30/13 DAB	Review JSN Collateral documents from H5 September 27, 2013 delivery with focus on JSN deposition preparation and ResCap deponent preparation in connection with JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (8.00); correspond with J. Weber, B. Kotliar, and E. Tobin re: same (.40)	8.40

TOTAL HOURS	249.60
-------------	--------

December 17, 2013
Inv # 1595282
Our Ref # 062108-000340

Page 12

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Daniel A. Bloom	Associate	73.10	480	35,088.00
Michael P. Jones	Associate	35.90	305	10,949.50
Bryan M. Kotliar	Associate	31.10	305	9,485.50
John Thomas Weber	Associate	50.90	305	15,524.50
Edward Combs	Associate	58.60	290	16,994.00
		249.60		\$88,041.50
TOTAL SERVICES				\$88,041.50
TOTAL THIS INVOICE				\$88,041.50



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 18, 2013

Inv. # 1595285
Our Ref. 062108-000410
SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

09/01/13 DAB	Review E. Tobin request re: analysis of cash collateral order and Committee Complaint in connection with JSN litigation involving conflict parties Wells Fargo and noteholders UBS, Loomis, Davidson Kempner, and Silver Point (.20); correspond with B. Kotliar re: same (.20); draft and send response to same re: same (.40); review docket in response to E. Tobin request in connection with JSN's disqualification motion issues (.40); email transcript of disqualification motion hearing and related order to R. Abdelhamid of Morrison & Foerster in connection with same (.20); email materials relating to Farley deposition preparation to C. Russ at Morrison & Foerster (.20)	1.60
09/01/13 ET	Continue to review documents and update Order of Proof to incorporate the 30(b)(6) deposition topics noticed by the JSNs and UMB in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); email correspondence with E. Combs, D. Bloom and B. Kotliar re: review of documents identified by H5 as pertaining to collateral identification/tracking and the 2012 Asset Purchase Agreements, in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (.50); confer with R. Abdelhamid of Morrison & Foerster re: updated Order of Proof to reflect reviewed documents identified by H5 (.90); review relevant materials and draft summary of work histories and prior testimony of Debtors' witnesses noticed for depositions by the JSNs and UMB, in preparation for depositions in the JSN adversary proceeding (1.20); review emails from J. Levitt and R. Abdelhamid of Morrison & Foerster and draft email to M. Moscato and T. Foudy re: status update re: deposition preparation re: same (.40); email correspondence with D. Bloom re: data room access to transaction documents re: 2008 Exchange Offer in preparation for same (.10)	5.20
09/02/13 MJM	Discussion with J. Berman re: UMB 30(b)(6) deposition script in connection with Phase I of the JSN Adversary	3.40

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 2

Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); discussion with B. Kotliar re: tomorrow's 30(b)(6) deposition of Wells Fargo (.10); review B. Kotliar's legal analysis of Wells Fargo's duties and responsibilities with respect to the release of the JSNs' collateral (.80); review J. Morris of Pachulski's script for tomorrow's 30(b)(6) deposition of Wells Fargo (Committee conflicts counsel) (.90); exchange emails with J. Morris re: Wells Fargo deposition script (.20); revised script for 30(b)(6) deposition of UMB (1.20)

09/02/13 EC	Prepare materials likely to be used in Wells Fargo 30(b)(6) deposition to assist attorneys attending the depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review proposed changes to UMB deposition script circulated in preparation for upcoming deposition and prepare comments relating to same (.70)	1.30
09/02/13 BMK	Conference with M. Moscato re: preparations for Wells Fargo 30(b)(6) deposition and script received from Pachulski in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.10); prepare materials for same, including with respect to supplemental questions targeted at Wells Fargo's obligations under the various pledge and loan agreements (.70); review updated script from Committee in connection with same and cross reference with supplemental question list (.40); conference with J. Berman re: revising UMB deposition script to include background to engagement as successor indenture trustee to US Bank and questions concerning drafting of the cash collateral order re: resurrection of liens (.60)	1.80
09/02/13 DAB	Correspond with R. Abdelhamid of Morrison & Foerster, as well as E. Tobin, B. Kotliar, J. Weber, M. Jones and E. Combs re: H5 search results in connection with JSN litigation involving conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.90); draft email to same re: same highlighting open issues and strategy to improve search results (.50)	1.40
09/02/13 ET	Conference call with J. Levitt and J. Peterson of Morrison & Foerster re: preparation for deposition noticed by defendants in the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); correspond with R. Abdelhamid of Morrison & Foerster, as well as E. Combs, B. Kotliar, and D. Bloom re: review of documents identified by H5 as pertaining to collateral identification/tracking and the 2012 Asset	7.00

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 3

Purchase Agreements, in preparation for depositions and trial in the JSN adversary proceeding and in connection with Plan Confirmation (.90); follow-up call with R. Abdelhamid re: follow-up tasks in preparation for depositions in the JSN adversary proceeding (.40); email correspondence and telephone call with P. Farber of Kramer Levin re: documents and witnesses relevant to OID issues, in connection with preparation for same (.40); review documents, including financial statements, Court Orders and the Ocwen APA (1.00); draft and revise memorandum analyzing issues relevant to the Debtors' claims that the JSNs are not entitled to a lien on purported goodwill associated with the 2012 asset sales (2.70); extensive discussions with R. Abdelhamid re: revisions to Order of Proof (.60); review of documents and preparation for depositions in Phase 1 of the JSN adversary proceeding (.30); email correspondence with D. Bloom, J. Weber, B. Kotliar, and E. Combs re: same (.50)

09/02/13 JCB	Discussion of 30(b)(6) deposition preparations with M. Moscato in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); conference with B. Kotliar re: issues relating to UMB's role as successor indenture trustee and cash collateral order (.60); review and revise UMB 30(b)(6) deposition outline consistent with discussions with same in connection with same (3.60)	4.40
09/03/13 TF1	Review emails regarding limiting Rule 30(b)(6) topics for depositions in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); participate in call with M. Moscato, J. Levitt and S. Engelhardt of Morrison & Foerster, and G. Horowitz of Kramer Levin discussing same (.50); update chart of counterclaims to account for rulings by Judge on motion to dismiss (.30); review memo on adequate protection for settlement of intercompany claims (.80)	1.90
09/03/13 MJM	Meet with E. Combs re: revisions to script for examination of UMB 30(b)(6) witness in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); discussion with B. Kotliar re final preparations for 30(b)(6) deposition of Wells Fargo (.50); attend 30(b)(6) deposition of Wells Fargo for impact on JSN litigation, discovery, and strategy for taking deposition of UMB and Ad Hoc Group (4.50); discussion with J. Morris and counsel for Creditors Committee re: deposition of Wells Fargo (.50); revise current script for tomorrow's 30(b)	9.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 4

(6) deposition of UMB (.60); participate in conference call with S. Engelhardt and J. Levitt of Morrison & Foerster, G. Horowitz of Kramer Levin, T. Foudy, and E. Tobin re: limitations of 30(b)(6) depositions (.50); review of exhibits for tomorrow's 30(b)(6) deposition of UMB (1.30); review J Horner deposition transcript in preparation for Cash Collateral Order line of questioning for UMB deposition (.70); exchange emails with E. Combs re: 20 week forecasts in preparation for Cash Collateral Order line of questioning for UMB deposition (.30); meet with E. Combs, J. Weber, and D. Bloom to discuss cash collateral use and 20 week forecast updates in preparation for UMB 30(b)(6) deposition questioning about debtors' use of cash collateral (.60)

09/03/13 EC	Meet with M. Moscato to discuss revisions to script for deposition of UMB in preparation for upcoming deposition in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review deposition of J. Horner for information about cash collateral usage for possible line of questioning in UMB 30(b)(6) deposition (.80); review Horner declaration re: same (.50); meet with M. Moscato, J. Weber, and D. Bloom to discuss cash collateral use and 20 week forecast updates in preparation for UMB 30(b)(6) deposition questioning about debtors' use of cash collateral (.60); revise UMB deposition script to reflect contents of discussion and documents reviewed relating to cash collateral use (1.20); prepare complete exhibit list for upcoming UMB depositions and review documents to ensure completeness (.30); review and revise UMB deposition script in light of documents reviewed and additional comments from M. Moscato (2.80)	6.60
09/03/13 MPJ	Review Confidentiality Order governing the review of documents produced in connection with Examiner discovery in connection with Curtis' role as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review email circulated by E. Tobin regarding results of H5 Partners document pulls (.20); meet with E. Tobin, D. Bloom, J. Weber and E. Combs to discuss deposition preparation strategies (.70); correspond with D. Bloom to discuss review of documents identified by H5 Partners associated with T. Farley in advance of Farley's deposition (.20); review most recently revised Order of Proof prior to beginning review of documents identified by H5 Partners in advance of T. Farley's deposition, in order to identify key issues and topics for Farley's testimony (.50); review documents identified by H5 Partners related to T. Farley in advance of Farley's	4.60

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 5

deposition preparation session (1.90); draft summary e-mail to E. Tobin, J. Berman, D. Bloom, E. Combs, B. Kotliar and J. Weber regarding contents of T. Farley related documents (.60)

09/03/13 BMK	Prepare for 30(b)(6) deposition of Wells Fargo in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.20); discussion with M. Moscato re: same and important points for deposition (.50); attend same (4.50); follow up email correspondence with E. Tobin re: same and draft digest and project tasks going forward with respect to same (.10)	5.30
09/03/13 JTW	Participate in internal meeting with E. Tobin, E. Combs, M Jones, and D. Bloom re: division of tasks for deposition witness preparation and next steps with regard to review of documents in relation to the JSN adversary proceeding which involves conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.70); correspond with D. Bloom re: possible deposition exhibits in connection with release of collateral and re-pledging of collateral between the AFI LOC and the GMAC/AFI Revolver (.10); confer with E. Tobin re: analysis and effect of the "Walter Assets" on the JSNs' alleged lien on the goodwill transferred as part of the Debtors' November asset sales (.70); correspond with M. Moscato, D. Bloom and E. Combs re: preparation for the UMB 30(b)(6) deposition as to use of cash collateral and subsequent forecasts provided by the Debtors to the JSNs and Committee (.40); review of docket and monthly operating reports to identify expenditures made by the Debtors (.90); review of Walter's SEC filings in connection with amounts reported as "goodwill" for impact on JSNs' liens and security interests (1.40)	4.20
09/03/13 DAB	Review and analyze revised Order of Proof, as well as the draft 30(b)(6) designations and deposition schedule per E. Tobin request in preparation for review of Debtor and Examiner database documents related to JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); review email from H5 re: 9/2 document delivery relating to JSN litigation issues and related correspondence from E. Tobin re: same (.30); review revised and updated Order of Proof and revised designation/topic list for 30(b)(6) depositions per E. Tobin request (.30); communication with R. Abdelhamid of Morrison & Foerster and E. Tobin re: creation of witness tags in H5 database (.20); review correspondence from R. Abdelhamid and J. Natividad re: same (.10); analyze and summarize Cassirer v. Sterling Nat'l Bank & Trust Co. of N.Y. (In re Schick) case referenced by Judge Glenn at hearing on cross-motions to dismiss filed in the JSN litigation for T.	7.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 6

Foudy and E. Tobin (2.00); respond to email from E. Tobin re: AFI LOC facility in connection with same (.20); respond to E. Tobin email re: analysis of documents produced by H5 and same reviewed by Curtis/Morrison & Foerster/Pachulski (.40); communicate with same re: Lien Theory and JSN Collateral categories in H5 search results (.20); correspond with M. Moscato re: cash collateral issues in connection with deposition preparation (.30); conduct targeted searches in connection with M. Moscato request for Cash Collateral-related forecasts (.80); follow up with E. Combs re: same (.10); correspond with B. Kotliar re: blanket lien status in connection with JSN litigation involving conflict parties Wells Fargo, UBS and Loomis (.20); communication with E. Tobin re: Schedule 6 of Committee Complaint and loan-level assets referenced therein in connection with same (.30); meet with E. Tobin, M. Jones, J. Weber and E. Combs to discuss deposition preparation strategies (.70)

09/03/13 SB	Prepare sets of J. Peterson deposition prep documents per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); prepare sets of deposition exhibits per request of E. Combs for UMB deposition (.50) prepare set of deposition prep materials and send same to A. Ruiz of Morrison & Foerster per request of E. Tobin (.80)	2.30
09/03/13 ET	Confer with R. Abdelhamid of Morrison & Foerster re: strategy and issues related to review of documents identified by H5 as relevant to issues and witnesses in preparation for depositions and trial in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (1.60); meet with E. Combs, J. Weber, D. Bloom and M. Jones re: same (.70); confer with J. Weber re: Ocwen and Walter SEC filings re: reporting of allocation of purchase price with respect to assets purchased from ResCap (.70); telephone call with J. Ruhlin and S. Engelhardt of Morrison & Foerster re: topics for 30(b)(6) deposition, and follow-up email correspondence with J. Ruhlin re: same (.50); confer with J. Weber, D. Bloom and B. Kotliar re: review of documents in preparation for depositions (.70); and email correspondence with J. Natividad re: same (.30); review and respond to emails with counsel for the Debtors and the Creditors' Committee re: document review and schedules appended to the Committee's Complaint (.50); conference call with S. Engelhardt, T. Foudy, M. Moscato, J. Levitt and G. Horowitz re: negotiations for limiting the topics covered by the Defendants' 30(b)(6) depositions of the Debtors and the Committee (.50); correspond with M. Moscato and	9.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 7

S. Ballard re: topics covered by Defendants' 30(b)(6) notices to the Debtors (.20); draft email to T. Foudy and M. Moscato re: status of review of documents identified by H5 as relevant to preparation for depositions and trial in Phase 1 of the JSN adversary proceeding (.40); email correspondence with R. Abdelhamid and A. Ruiz of Morrison & Foerster and T. Meerovich of FTI Consulting re: Debtors' forecasts and reports re: use of cash collateral, in preparation for the Debtors' 30(b)(6) deposition of UMB Bank (1.20); draft and revise memorandum re: analysis of issues related to JSNs' claim of lien on goodwill arising from asset sales to Ocwen and Walter, focusing on Ocwen's and Walter's SEC filings (1.40); review of materials related to same including public filings (.40)

09/04/13 SJR	Review documentation relating to upcoming Rule 30(b)(6) depositions to be handled by Curtis in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, including deposition notices, email correspondence re: limitation on topics, and related materials (1.40); attend to email correspondence in connection with same (.90)	2.30
09/04/13 TF1	Attend litigation team meeting at Morrison & Foerster with Kramer Levin and Pachulski to discuss witnesses, deposition preparation and order of proof in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.50); confer with M. Moscato on UMB deposition (.20); review emails concerning preparation for depositions and 30(b)(6) topic coverage (.30); meet with E. Tobin, J. Weber, M. Moscato, B. Kotliar, J. Berman, and E. Combs to discuss outstanding research memos to complete (.80); draft emails concerning organization of team to work on release issues and review responsive emails in regards to same (.70)	3.50
09/04/13 MJM	Final review of examination script and exhibits for today's 30(b)(6) deposition of UMB (1.00); conduct 30(b)(6) deposition of UMB in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.60); meet with T. Foudy, J. Berman, E. Tobin, J. Weber, E. Combs and B. Kotliar re: updating and expanding legal research re: issues relevant to the litigation with the JSNs (.80); review materials in preparation for weekly strategy meeting re: the JSNs litigation (.50); participate in weekly strategy meeting re: JSNs litigation attended by T. Foudy, J. Levitt, S. Engelhardt, G. Horowitz, and other counsel for the Debtors and Creditors Committee (1.50); confer with T. Foudy re: results of UMB 30(b)(6)	6.60

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 8

deposition (.20)

09/04/13 GF	Draft and circulate calendar updates re: JSN adversary court dates and deadlines re: status conference (.80); review docket entry re: same (.20)	1.00
09/04/13 EC	Assist M. Moscato in taking 30(b)(6) deposition of UMB Bank as successor indenture trustee and defendant in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.60); prepare annotated exhibits to UMB deposition for reference in taking UMB 30(b)(6) deposition (.80); finalize preparations for deposition including all exhibits, script, and related materials (1.90); review Examiner's report for references to T. Marano relevant to JSN proceedings and prepare index describing relevant references for use by the Marano deposition preparation (2.20); review documents cited in Examiner's report relating to T. Marano and preparing identifying index for same (2.60); attend portion of meeting with T. Foudy, M. Moscato, B. Kotliar, D. Bloom, E. Tobin, and J. Berman to discuss outstanding research tasks and issues relating to JSNs claims on goodwill and lien release issues in light of recent motion to dismiss decisions (.60); draft email to Carpenter Lipps attorneys with index of important Examiner's report references to T. Marano (.50)	11.20
09/04/13 BMK	Attend conference with M. Moscato, T. Foudy, J. Berman, E. Tobin, J. Weber, and E. Combs re: outstanding research assignments and project tasks going forward in connection with consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); follow up conference with E. Tobin, J. Berman, and J. Weber re: research relating to intercompany balances and general intangibles lien on contract claims versus avoidance actions and commercial tort claims in light of Judge Glenn's recent decision motion to dismiss (.50); email correspondence with J. Berman and G. Spencer re: same, including treatment of intercompany balances under disclosure statement and proposed plan (.40); email correspondences with E. Tobin re: exhibit A to final cash collateral order and stipulation as to JSNs collateral as of the petition date for purposes of liens on certain assets (.30)	2.00
09/04/13 JTW	Participate in meeting with T. Foudy, M. Moscato, B. Kotliar, E. Tobin, J. Berman, and E. Combs re: status of current research projects as to those claims raised in the JSN adversary proceeds where Wells Fargo noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); attend follow-up conference with B. Kotliar, E. Tobin, and J. Berman re:	9.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 9

division of research tasks and document review responsibilities to address the new arguments posed by M Moscato and T. Foudy (.50); confer with J. Berman and G. Spencer re: research re: characterization of claims and theories of intercompany receivables (.60); review and revise memorandum, as per E. Tobin's request, re: goodwill involved in Debtors' Asset Sales in light of post-sale SEC filings (.60); draft additional sections of memorandum addressing the implications of the SEC filings' purchase price allocation re: probative value (3.20); conduct additional research re: same (.70); conduct research re: dispositive nature of Purchase Price Schedule of Ocwen APA in relation to a purchase price allocation and draft sections of memorandum re: same (2.80); confer with E. Tobin re: memorandum and revise sections of memorandum re: same to itemize assets and purchase price allocation among Ocwen and Walter separately (.50)

09/04/13 DAB	<p>Correspond with E. Tobin regarding deposition preparation and document review related to same in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review email from J. Levitt of Morrison & Foerster re: witness designations and 30(b)(6) deposition issues (.40); review and respond to T. Foudy email re: status of research topics related to JSN litigation (.10); correspond with E. Tobin and R. Abdelhamid of Morrison & Foerster re: status of review of documents tagged "hot" by primary Curtis reviewers (.60); extensive review of same to determine documents contained within "hot" group by file type and subcategory (1.50); confer with R. Abdelhamid re: construction of search to facilitate secondary review of same by counsel Carpenter Lipps (.30); follow up re: same with same (.20); construct search to facilitate same and verify accuracy of same (.50); draft detailed instructions and email summary of "hot" document secondary review status for R. Abdelhamid for transmittal to Carpenter Lipps (.40); review documents related to OID issues for E. Tobin for transmittal of same to P. Farber for deposition preparation (.40); draft summary of same for same (.40); confer with R. Abdelhamid re: establishing a Carpenter Lipps tag to keep track of further secondary review of "hot" documents (.10); correspond with B. Kotliar re: tagging protocol with respect to topical and witness tags in H5 search results (.30); review correspondence re: same (.20)</p>	6.00
09/04/13 GES	<p>Participate in meeting with J. Berman and J. Weber to discuss factual/legal issues relating to argument that intercompany balances can be characterized as avoidance/tort actions to which JSNs' liens do not extend, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson</p>	4.40

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 10

Kempner, and Silver Point (.60); conduct legal research regarding same (3.80)

09/04/13 SB Prepare set of 30(b)(6) deposition prep documents for E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); prepare list of 30(b)(6) deposition topics by deponent per request of M. Moscato (.80) 1.50

09/04/13 ET Draft and respond to emails from counsel representing the Debtors and the Committee re: review of documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); telephone call with R. Abdelhamid of Morrison & Foerster re: review of documents identified by H5 as relevant to issues and Debtors' witnesses in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding (.50); work with S. Ballard to transfer documents related to the Debtors' use of cash collateral to A. Sikes of Kramer Levin, in preparation for defendants' deposition of J. Horner (.40); review relevant documents re: analysis of issues related to JSNs' claim of lien on goodwill arising from asset sales to Ocwen and Walter, focusing on Ocwen's and Walter's SEC filings (3.00); review and revise memorandum re: same (2.20); correspond with J. Weber re: same (.20); confer with J. Weber re: same (.30); meet with M. Moscato, T. Foudy, J. Berman, B. Kotliar, E. Combs and J. Weber re: status of research projects re: Phase 1 of the JSN adversary proceeding (.80); follow-up discussions with J. Berman, J. Weber, and B. Kotliar re: same (.50); email correspondence with M. Moscato, T. Foudy and J. Levitt re: scheduling of depositions of the Debtors' witnesses the JSN adversary proceeding (.20); confer with R. Abdelhamid re: same (.40); call with J. Weber re: memorandum analyzing JSNs' claim of lien on goodwill arising from asset sales to Ocwen and Walter, focusing on Ocwen's and Walter's SEC filings (.50) 9.50

09/04/13 JCB Meet with T. Foudy, M. Moscato, E. Tobin, B. Kotliar, E. Combs and J. Weber to discuss research projects and status of work product in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.80); follow-up correspondence with E. Tobin, B. Kotliar, and J. Weber re: same and arguments relating to intercompany balances (.50); meet with G. Spencer and J. Weber to discuss factual/legal issues relating to argument that intercompany balances can be characterized as avoidance/tort actions to which JSNs' liens do not 5.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 11

extend (.60); conduct initial research re: same (2.40);
review of background materials re: same (1.60)

09/05/13	SJR	Attend to issues regarding JSN adversary proceeding including review and update regarding discovery pursuant to Rule 30(b)(6) depositions of UMB and the Ad Hoc Group to be handled by Curtis (.60); review e-mail correspondence regarding team activities in connection with same to prepare for the Phase I trial (.80)	1.40
09/05/13	TF1	Review and comment on new draft of order of proof in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.80); attend to organization of meeting on releases (.20); review calendar of deposition dates and attend to assignment to cover (.40); confer with J. Weber on memos regarding goodwill value and adequate protection (.30)	1.70
09/05/13	MJM	Review current version of Order of Proof in litigation with JSNs where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); correspond with T. Foudy, E. Tobin, E. Combs, and B. Kotliar to coordinate activities in JSNs litigation (.30)	0.80
09/05/13	GF	Assist J. Weber with preparation of materials re: ResCap JSN Adversary Proceeding goodwill cases as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50)	1.50
09/05/13	EC	Correspond with M. Moscato to discuss script updates and areas of additional examination for the JSN 30(b)(6) examination and instruction for drafting revised script in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review transcript of motion to dismiss arguments on cash collateral use to refine understanding of JSNs' argument on the matter in order to prepare for same (.90); incorporate additional lines of questioning relating to cash collateral use in connection with same (1.70); review JSN produced documents relating to cash collateral for use in connection with same (1.20); review and revise JSN 30(b)(6) deposition script to reflect additional requested changes and documents located in review of JSN production (2.70)	6.70
09/05/13	BMK	Per T. Foudy's request, review SUN Trustee standing motion and proposed complaint re: treatment of intercompany balances for characterizing same as avoidance claims or commercial tort claims in connection with issues raised in JSN Adversary Proceeding where Wells Fargo and noteholders	3.20

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 12

Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties are conflict parties (.60); follow up correspondence with T. Foudy and M. Moscato re: same, summarizing description of certain allegedly large intercompany balances (.30); email correspondence re: same with J. Berman and G. Spencer (.20); conference with J. Berman and G. Spencer re: same and prior research re: single satisfaction in connection with multiple theories of recovery for one loss, including discussion of application to intercompany balances (.70); correspond with E. Combs re: Ad Hoc Group deposition script (.30); review and revise same, highlighting open areas for additional documents and avenues of questioning (.60); review Ad Hoc Group produced documents and circulate relevant pages to E. Combs for inclusion in deposition script (.50)

09/05/13 JTW	Review and revise memorandum in connection with the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties re: "goodwill" identified in Ocwen and Walter public filings post-sale closing (3.20); confer with T. Foudy re: same and adequate protection issues (.30); insert additional factual information referenced in the Amended Counterclaims as to Ocwen's and Walter's earnings calls with respect to the JSNs' claimed lien on goodwill into the memorandum to address counter-arguments (2.10); review of full draft of memorandum and circulate to E. Tobin (.60); review cases related to reservation of rights provisions in sale orders and courts' later interpretation of such clauses to determine the Court's likely interpretation of a similar reservation of rights in the Sale Order approving the sale to Ocwen and Walter (1.60); correspond with E. Tobin and incorporate additional comments and revisions to memorandum re: goodwill analysis (.80); circulate memorandum to M. Moscato and T. Foudy and compile materials referenced in the memorandum for use in reviewing same (.20)	8.80
09/05/13 GES	Conduct legal research relating to argument that intercompany balances can be characterized as avoidance/tort actions to which JSNs' liens do not extend, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (6.50); participate in conference call with J. Berman and B. Kotliar re: similar issues raised in SUN trustee standing motion (.70)	7.20
09/05/13 SB	Prepare sets of UCC-3 statements per request of M. Moscato in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and	0.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 13

Silver Point are conflict parties (.20); prepare sets of deposition exhibits for 30(b)(6) deposition of Ad Hoc Group of JSNs per request of E. Combs (.50)

09/05/13 ET	Review and revise memorandum re: analysis of issues related to JSN claim of lien on goodwill arising from asset sales to Ocwen and Walter in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.30); email correspondence with J. Weber re: same (.80); telephone calls and email correspondence with R. Abdelhamid re: review of documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding (.70)	4.80
09/05/13 JCB	Research case law re: third party interests in property restricting settlement ability in connection with Debtors' ability to characterize intercompany balances as avoidance or tort actions and discussions with G. Spencer re: same in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS, Loomis, Davidson Kempner, and Silver Point are conflict parties (5.50); participate in conference call with G. Spencer and B. Kotliar re: similar issues raised in SUN trustee standing motion (.70)	6.20
09/06/13 TF1	Meet at Morrison & Foerster to discuss reconciling release documentation with CFDR database in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.50); review and analyze new draft of order of proof (1.00); call with P. Farber of Kramer Levin to discuss same (.30); confer with M. Moscato on allocation of deposition responsibility and draft email re: same (.40)	3.20
09/06/13 MJM	Discussion with T. Foudy re: division of responsibility for deposition preparation of Debtors' witnesses in the JSNs litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); discussion with E. Combs re: JSNs 30(b)(6) deposition script (.20); participate in portion of conference call re: lien release issues in JSNs litigation, with T. Foudy J. Levitt, G. Horowitz, J. Morris and other counsel for the Debtors and Creditors' Committee (1.00); conference call with M. McPherson, S. Engelhardt, and T. Goren of Morrison & Foerster re: expense allocation issues (.60)	2.20
09/06/13 MG8	Telephone conference with R. Ringer of Kramer Levin regarding dispute with Cerberus, a conflict party, over the withheld distributions owed to the Debtors by CMH Holdings (.30); confer with T. Smith regarding the same (.20); correspond with L. Delehey regarding sharing	0.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 14

Curtis research and work product with Kramer Levin in connection with CMH Holdings situation (.20)

09/06/13	GF	Assist J. Weber with preparation of materials re: Memorandum re: Goodwill Analysis with Exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60)	0.60
09/06/13	EC	Meet with M. Moscato to discuss proposed changes to JSN 30(b)(6) deposition script and documents available from the JSN document production in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); continue draft of JSN 30(b)(6) deposition with expanded focus on cash collateral order negotiations (3.20); prepare draft for 30(b)(6) deposition script and provide to co-counsel at Kramer Levin and Morrison & Foerster for review (.30)	3.70
09/06/13	BMK	Prepare for conference at Morrison & Foerster re: lien release issue and obtaining details on mortgage loans pledged and released at various points by reviewing Court statements in motion to dismiss transcript, various pleadings, email correspondence from J. Rosell of Pachulski, and internal memorandum re: same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); attend conference at Morrison & Foerster with T. Foudy re: same (1.50)	2.30
09/06/13	GES	Conduct legal research relating to argument that intercompany balances can be characterized as avoidance/tort actions to which JSNs' liens do not extend, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.90)	2.90
09/06/13	ET	Confer with R. Abdelhamid of Morrison & Foerster re: review of documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); correspond with J. Weber re: same (.40)	1.30
09/06/13	JCB	Further research re: characterizing intercompany balances as avoidance or tort actions by reviewing case law categorizing claims in settlement and recovery context in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.50)	4.50

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 15

09/07/13 TF1	Exchange emails with E. Tobin on status of preparation materials for T. Marano deposition in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.10); review interview memos for T. Marano in preparation for deposition (.40); review production complaint letter from JSNs (.10)	0.60
09/07/13 DAB	Extensive review of correspondence from E. Tobin, B. Kotliar, J. Weber, E. Combs, and M. Jones re: JSN litigation issues in connection with Curtis' role as conflicts counsel as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); correspond with E. Tobin and B. Kotliar re: status of document review in connection with same (.30)	1.60
09/07/13 ET	Review and respond to emails with M. Moscato, T. Foudy, R. Abdelhamid of Morrison & Foerster, B. Kotliar, J. Weber, H5, and Alix Partner consultants re: review of documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); telephone calls with R. Abdelhamid re: strategy for further document review and deposition preparation (.80); review relevant documents, including excerpts from Examiner's Report related to the Debtors' deponents, including J. Horner, J. Peterson and J. Ruhlin (.50); draft summary of information relevant to deposition preparation and provide to E. Lintz and R. Abdelhamid in preparation for defendants deposition of J. Horner in Phase 1 of the JSN adversary proceeding (.40); draft email to C. Russ re: same (.30); extensive correspondence with B. Kotliar, J. Weber and M. Jones and R. Abdelhamid and A. Ruiz of Morrison & Foerster re: review of documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding (1.20); review documents relevant to deposition preparation of T. Farley, focusing on issues related to JSN collateral, APAs and lien theory (1.10); review documents on Alix Partners database (from H5 document pulls) and update chart tracking status of review of all documents identified by H5 as relevant to deposition preparation in Phase 1 of the JSN Adversary proceeding (.60); draft and respond to emails with J. Natividad and E. DeLeon of Alix Partners re: preparation of documents for next-level review for preparation of T. Farley for deposition in Phase 1 of JSN Adversary Proceeding (.40)	6.40

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 16

09/07/13 JCB	Continue research re: characterization of intercompany balances in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.40)	2.40
09/08/13 TF1	Exchange emails regarding preparation for depositions of Marano and Kruger and scheduling and preparation materials in regard to same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review email regarding amended deposition subpoena to Ally (.10); review emails concerning production complaints by JSNs (.20); review and respond to weekly assignment email (.20)	0.80
09/08/13 MPJ	Review 30(b)(6) deposition topics for Farley in advance of preparing the Farley deposition prep binder in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); prepare Farley deposition prep binder with D. Bloom and B. Kotliar by reviewing documents identified by prior reviewers as "Hot" and "Farley" and then categorizing said documents by topic and importance (8.80)	9.00
09/08/13 DAB	Analyze 30(b)(6) deposition topics for which T. Farley is responsible in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); draft detailed analysis of same for use in T. Farley deposition preparation (1.00); extensive review of documents produced and tagged for further review in connection with T. Farley 30(b)(6) deposition with B. Kotliar and M. Jones (4.80); extensive analysis and selection of key documents for use in T. Farley preparation binder with B. Kotliar and M. Jones (4.00); confer with J. Natividad re: same (.40); review additional documents provided by H5 in connection with same (1.30)	12.70
09/08/13 ET	Correspond with D. Bloom, M. Jones and B. Kotliar re: strategy for reviewing documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point, with particular focus on preparation for T. Farley's deposition (1.60); email correspondence with R. Abdelhamid of Morrison & Foerster re: the same and mediation orders entered by the Court in preparation for depositions in Phase 1	8.50

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 17

of the JSN adversary proceeding (.40); review and analyze documents, J. Whitlinger's First-Day Affidavit, and transcripts of prior depositions of J. Whitlinger, in preparation for defendants' deposition of J. Whitlinger in Phase 1 of the JSN Adversary proceeding (2.70); email correspondence with T. Foudy re: preparations for T. Marano's deposition in Phase 1 of the JSN adversary proceeding, and confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: same (.50); extensive discussions with R. Abdelhamid re: preparations for the depositions of T. Marano, T. Farley and J. Whitlinger in Phase 1 of the JSN adversary proceeding (1.30); review documents in Relativity database re: identification of important documents for the preparation of J. Whitlinger for deposition by defendants in Phase 1 of the JSN adversary proceeding (.80); email correspondence with J. Natividad of Alix Partners and A. Ruiz of Morrison & Foerster re: same (.30); email correspondence with J. Levitt and S. Engelhardt of Morrison & Foerster and G. Horowitz of Kramer Levin re: scheduling and preparation for defendants' deposition of J. Peterson in Phase 1 of the JSN adversary proceeding (.40); follow-up discussions with J. Peterson re: same (.50)

09/09/13 TF1	Review/edit draft research memo on goodwill issues (.70); review/edit J. Weber memo on burden of proof issues (.70); meet with J. Weber and M. Moscato to discuss comments on same (.60); review latest chart defining and dividing legal research assignments (.20); draft email to J. Berman in regards to same (.10)	2.30
09/09/13 MJM	Review J. Weber legal memo re: allocation of burden of proof in JSN litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); correspond with T. Foudy and J. Weber to discuss follow-up research to be performed in light of J. Weber's memo re: burden of proof (.60); correspond with E. Combs re: JSNs' 30(b)(6) deposition script (.10); discussion with J. Berman re: allocation of burden of proof in JSN litigation (.30)	1.60
09/09/13 EC	Confer with J. Berman and J. Rosell of Pachulski to discuss research assignment relating to collateral release provisions of JSN pledge agreement in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.70); review Examiner's report excerpts relating to J. Whitlinger (1.00); prepare synopsis of portions relevant to JSN litigation for deposition prep team (1.30); review documents cited in Whitlinger portion of Examiner report and preparing index of important documents for deposition preparation team (1.20); research relating to treatment of lien releases under UCC article 9 and state law where releases do not specifically name collateral (.70); research relating	8.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 18

to specificity requirements for release of liens under article 9 of the UCC and state law for memorandum relating to Debtors' general releases of collateral to secure repo facilities (1.40); research relating to availability and validity of automatic release provisions under article 9 of the UCC and state law in connection with debtors' release of non-primary collateral (1.10); review and prepare materials relevant to Westman and Whitlinger in preparation for their fact and 30(b)(6) depositions (.70)

09/09/13 MPJ	Prepare deposition preparation binder for T. Farley with D. Bloom, J. Weber, and B. Kotliar by reviewing and selecting most important documents relating to various themes likely to be discussed at Farley's deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.30)	5.30
09/09/13 BMK	Coordinate with S. Ballard re: supplemental binder of materials for Farley deposition prep in connection with preparing for trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review documents received from H5 re: specific issues relating to Farley Deposition and 30(b)(6) testimony re: JSN collateral, APAs, and liens re: same (4.30); review preliminary selection of Farley documents relating to all topics re: same and analyze specific issues underlying same for relevance to deposition testimony (2.80); review and revise index re: same (1.50); correspondence with E. Tobin and D. Bloom re: same (.40); conference with D. Bloom re: same, including discussions of particularly hot documents relating to same (.80); review and revise Farley materials in connection with same (1.80)	12.00
09/09/13 JTW	Correspond with M. Moscato and T. Foudy re: research memorandum as to which party will bear the burden of proof in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (.50); correspond with D. Bloom and B. Kotliar re: review of documents compiled for deposition preparation for T. Farley (.30); confer with J. Berman re: revisions to memorandum re: burden of proof (.20); attend to review of hard-copy documents identified as "hot" with respect to APA batched documents with goal of pulling documents that help to illustrate what portions of the Debtors' assets were covered by the JSNs' lien and the value of such assets as of the Petition Date and as of the closing of the Debtors' asset sales (4.20); assist D. Bloom, E. Tobin, M. Jones (partial) and B. Kotliar prepare deposition preparation binder for T. Farley and associated index to identify what portions of the documents are relevant and why these portions are	8.50

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 19

relevant to the claims asserted by both parties in the JSN
Adversary Proceeding (3.30)

09/09/13 DAB	Revise draft of detailed analysis of 30(b)(6) topics for use in T. Farley deposition preparation per E. Tobin comments in connection with JSN litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); further review of documents produced and tagged "hot" by document reviewers in connection with Terry Farley 30(b)(6) deposition (7.00); extensive further analysis and selection of key documents for use in Farley preparation binder with B. Kotliar and E. Tobin (3.50); draft index/key to Farley deposition prep binder for E. Tobin (.80); revise same per E. Tobin comments (.60); check same for accuracy and further revise same to include additional documents from E. Tobin (.80); review additional documents provided by H5 in connection with same (1.30)	14.50
09/09/13 SB	Prepare sets of T. Marano deposition prep documents per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); prepare sets of T. Farley deposition prep documents per request of B. Kotliar (.80); prepare sets of deposition prep documents for delivery to Kramer Levin per request of E. Tobin (.50)	1.80
09/09/13 ET	Conference call with L. Troyer (H5) and R. Abdelhamid Morrison & Foerster, N. Hamerman, A. Goodman, P. Farber, and J. Rosell of Pachulski re: search for and identification of important documents in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); follow-up discussions with R. Abdelhamid re: same (.70); email correspondence with S. Ballard, N. Hamerman, A. Goodman and P. Farber re: portions of the Examiner's Report and documents cited therein relevant to preparation for the depositions to T. Farley, J. Ruhlin, J. Horner, J. Peterson and J. Whitlinger, and delivery of the same to counsel for the Creditors' Committee (.80); correspond with E. Combs and A. Ruiz of Morrison & Foerster re: review and digesting of excerpts of Examiner's Report relevant to deposition preparation for J. Whitlinger (.50); confer with N. Hamerman and A. Goodman of Kramer Levin re: preparation for deposition of T. Farley and review of documents re: same (.60); email correspondence with L. Troyer of H5, J. Natividad and E. DeLeon of Alix Partners, and S. Engelhardt, R. Abdelhamid and A. Ruiz of Morrison & Foerster re: same (1.10); confer	13.20

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 20

with E. Combs, M. Jones and A. Ruiz re: review of documents identified by H5 as relevant to preparation of J Whitlinger (.50); work with D. Bloom, B. Kotliar and J. Weber to conduct extensive review and selection of documents relevant to preparation for deposition of T. Farley (8.10)

09/09/13 JCB	Discussion with M. Moscato re: memorandum discussing burden of proof in JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review and revise memo (1.20); discussions with J. Weber re: further revisions to same (.20); discussions with E. Combs and J. Rosell re: validity of automatic and forward looking releases (.70); initial research re: validity of releases in connection with same (2.00)	4.40
09/10/13 SJR	Attention to matters regarding JSN litigation, including discovery and update on matters regarding ongoing research, in connection with pending litigation and claims against JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.60)	1.60
09/10/13 TF1	Correspond with M. Moscato on staffing and assignments in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.20); draft email to J. Berman regarding supervision of completion of research projects (.20); exchange emails with E. Tobin on process of review of H5 work product and preparation of documents for witnesses and issues (.30); review preparation outline and accompanying binder of documents for preparation of T. Marano deposition (.40); attend preparation session of T. Marano for deposition (3.10); review information on division of 30(b)(6) topics by witnesses (.30)	4.50
09/10/13 MJM	Review draft script for examination of JSNs 30(b)(6) deposition witness in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); meet with E. Combs to discuss and revise draft script for examination of JSNs 30(b)(6) deposition witness (2.70); further review of revised script for examination of JSNs 30(b)(6) witness in preparation for tomorrow's deposition of same (.90)	4.80
09/10/13 MG8	Attend to correspondence with R. Ringer of Kramer Levin regarding Curtis analysis of CMH Holdings situation with conflict party Cerberus (.20)	0.20
09/10/13 EC	Meet with M. Moscato to revise script for JSN	13.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 21

deposition in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.70); review and revise deposition script for JSN 30(b)(6) witness to reflect discussed changes and additional lines of questioning on cash collateral (2.40); review documents for preparation of Whitlinger for 30(b)(6) deposition and preparing file of important exhibits likely to be presented at deposition (3.20); review documents relating to asset purchase agreements and JSN collateral in preparation for fact depositions in adversary proceeding and marking documents to assist in witness preparations (1.40); teleconferences with J. Berman relating to research on permissibility of forward looking and automatically released liens (.40); prepare search request for consultants assisting with deposition preparation review requesting assistance in locating items relating to cash collateral order negotiations in preparation for JSN deposition (.90); conference with B. Kotliar re: Houlihan materials and cash collateral order relevant to 30(b)(6) deposition (.70); discussions with J. Rosell of Pachulski, C Siegel of Kramer Levin of Pachulski, and J. Berman re: legal research concerning validity of automatic and forward-looking releases in connection with Phase I of the JSN Adversary Proceeding (1.40)

09/10/13 BMK	Continue drafting descriptions of emails, spreadsheets, presentations, and other documents selected for use in T. Farley deposition prep materials in connection with preparing for trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.30); review and revise same with D. Bloom and E. Tobin, including partitioning materials into relevant topics for Farley testimony (3.40); coordinate production of all necessary materials re: same with S. Ballard to be sent to Morrison & Foerster for same (1.40); correspondence with E. Tobin and D. Bloom re: same (1.30); review 75 additional documents received from H5 relevant to Farley for inclusion to same (.80); conference with E. Tobin re: same and incorporate into binder (.50); conference with E. Combs re: 30(b)(6) deposition script for Ad Hoc Group handled by Curtis, including review of prepetition Houlihan Lokey collateral and waterfall analysis, prepetition JSN PSA including treatment and scope of releases, and relevant portions of cash collateral order and exhibits (.70)	11.40
09/10/13 JTW	Revise memorandum re: adversary proceeding burden of proof with comments from M. Moscato and T. Foudy including additional research to clarify aspects of the burden shifting framework that may apply if the court views the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.10);	15.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 22

discuss issues re: same with J. Berman (.60); correspond with E. Tobin and E. Combs re: final cash collateral order as well as all related stipulations and orders extending the termination date and advise E. Tobin re: 30(b)(6) topics (.60); correspond with E. Tobin to provide clarification as to bankruptcy related issues involved in Whitlinger's 30(b)(6) deposition topics (.90); continue research as to which party will bear the burden of proof with respect to the extent and validity of prepetition collateral releases and UCC termination statements filed by Wells Fargo (3.40); conduct research as to whether the existence of an all asset or blanket lien would shift the burden of proof (2.80); conduct research into non-bankruptcy case law as to whether the Debtors' initiation of the JSN Adversary Proceeding as a declaratory judgment action will have an effect on the allocation of the burden of proof (3.10); schedule internal meeting with T. Foudy and E. Tobin to review memorandum re: purchasers' allocation of goodwill in public SEC filings (.20); provide E. Tobin and R. Abdelhamid of Morrison & Foerster with summary and background information re: Whitlinger's 30(b)(6) topic as to SPEs and restricted assets to provide clarification on the topic (1.20); respond to follow-up inquiries from same re: same (.20)

09/10/13 DAB	Correspond throughout the day with E. Tobin and B. Kotliar re: potentially "hot" documents for use in Farley deposition preparation in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); draft detailed descriptions of documents contained in Farley deposition prep binder for E. Tobin (2.00); revise same per E. Tobin comments (.60); review additional documents from H5 production for potential inclusion in Farley prep binder (3.50); review list of shared documents to provide Plan Proponents for deposition preparation purposes (.50)	7.60
09/10/13 SB	Correspond with D. Bloom and B. Kotliar re: procedure for preparation of T. Farley deposition prep documents in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); prepare sets of T. Farley deposition prep materials for Morrison Foerster team per request of E. Tobin (8.50); check inventory of hard copy T. Farley deposition prep documents against proposed index for same with D. Bloom and B. Kotliar (.70); prepare sets of JSNs 30(b)(6) deposition prep documents per request of E. Tobin (2.00)	11.50
09/10/13 ET	Correspond with T. Foudy, M. Moscato, J. Berman, D. Bloom, J. Weber, B. Kotliar, M. Jones and E. Combs re: strategy and review of documents in preparation for	13.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 23

defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS Davidson Kempner, and Silver Point, focusing on preparation for the depositions of T. Farley and J. Whitlinger (1.20); extensive discussions with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: preparation for the depositions of T. Marano, T. Farley and J. Whitlinger (1.20); correspond with E. Combs re: documents pertaining to the Debtors' forecasts under the Final Cash Collateral Order, and draft email to L. Troyer of H5 re: same, in preparation for the Debtors' deposition of the Ad Hoc Group (.50); work with D. Bloom, B. Kotliar and S. Ballard to review documents and email correspondence and draft and review index of the same as part of preparation for deposition of T. Farley, and draft emails to S. Engelhardt, R. Abdelhamid and A. Ruiz of Morrison & Foerster re: same (6.10); confer with N. Hamerman and A. Goodman re: preparations for deposition of T. Farley and review of documents for the same (.60); correspond with R. Abdelhamid and J. Weber re: 30(b)(6) topics assigned to J. Whitlinger (.50); attend weekly strategy meeting with counsel for the Debtors and the Creditors' Committee with J. Levitt, T. Goren, S. Engelhardt, R. Abdelhamid, A. Ruiz, G. Horowitz, N. Hamerman, C. Siegel, A. Goodman, N. Farley, J. Morris, R. Feinstein, and J. Rosell (2.00); follow-up discussions with J. Levitt, R. Abdelhamid and A. Ruiz re: strategy for deposition preparation (.50); email correspondence with T Foudy, M. Moscato, and J. Berman re: strategy meeting and follow-up research projects (.40); telephone call with R. Abdelhamid re: deposition preparation (.30); email correspondence with A. Ruiz review of documents in preparation for J. Whitlinger's deposition (.20); email correspondence with T. Farley re: schedule for deposition preparation (.20)

09/10/13 JCB	Discussions with J. Rosell of Pachulski, C. Siegel of Kramer Levin, and E. Combs re: legal research concerning validity of automatic and forward-looking releases in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); review of E. Combs draft of factual background for memorandum re: same (.90); discussions with J. Weber re: memorandum concerning burden of proof in adversary proceedings (.60); research caselaw re same (1.80); conference with E. Combs re: research results re: forward looking releases (.40)	5.10
09/11/13 TF1	Review legal research memo analyzing contractual provisions regarding releases of collateral in connection with JSN adversary proceeding due to involvement of	5.20

conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.80); meet with E. Tobin and J. Weber on memo analyzing value of goodwill in asset sale (.30); review emails concerning "meet and confers" on various discovery issues including subpoenas to Ally (.40) review summary of status conference (.20); participate in deposition preparation session for T. Marano (3.50)

09/11/13 MJM	Make final revisions to script for JSN 30(b)(6) deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); final review of exhibits for JSNs 30(b)(6) deposition in connection with same (.90); conduct JSNS 30(B)(6) deposition in connection with same (3.80); participate in deposition preparation session for J. Peterson with G. Horowitz, S. Engelhardt, J. Morris, and additional counsel for Debtors and Creditors Committee (4.50)	10.50
09/11/13 EC	Assist M. Moscato with 30(b)(6) deposition of Ad Hoc Group designee in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.80); finalize script and materials in connection with same (1.60); attend meeting with N. Hamerman and J. Berman to discuss research topic for forward looking and automatic releases of collateral, as permitted by the Revolver and Intercreditor Agreement in this case (.40)	5.80
09/11/13 JTW	Provide E. Tobin with additional case law reviewed re: courts' treatment of goodwill in connection with purchase price allocations in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); correspond with T. Foudy as to inquires related to section 3.3 of the Ocwen APA re: tax allocation schedule and case law supporting why such values should not be given probative weight as to true value of the assets transferred (.30); discuss same with T. Foudy and E. Tobin (.30); review of correspondence and correspond with R. Abdelhamid and A. Ruiz of Morrison & Foerster throughout the day re: deposition preparation for T. Marano as to topics involving the Debtors' asset sales to Ocwen and Walter under the Ocwen as well as negotiations with W. Eden of Fortress re: stalking horse bid (1.60); review particular documents of interest received from R. Abdelhamid and A. Ruiz to determine whether such documents should be included in deposition preparation binders for T. Farley, T. Marano and J. Whitlinger (1.10); correspond with R. Abdelhamid and A. Ruiz re: transfer of goodwill as	11.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 25

purchased asset under section 2.1 of the Ocwen APA and provide high level review of issues and possible arguments to assist in deposition preparation for J. Whitlinger (.60); review and revise memorandum as to which party will bear the burden of proof in the JSN Adversary Proceeding to establish the extent and validity of the JSNs' lien and the value of the JSNs' collateral and draft section of memorandum re: case law interpreting section 506(a) of the Bankruptcy Code (2.10); draft section of memorandum re: same as to allocation of burden of proof pursuant to section 502(a) of the Bankruptcy Code if the court treats the JSN Adversary Proceeding akin to a claims objection (2.10); draft section of memorandum re: same as to allocation of the burden of proof as to validity and extent of releases filed by Wells Fargo prior to the Petition Date (1.80); draft revised section of memorandum as to whether the procedural posture of the JSN Adversary Proceeding where the Debtors have filed a declaratory judgment action shifts the allocation of the burden of proof (1.30)

09/11/13 DAB	Correspond with B. Kotliar, E. Combs, and J. Weber throughout day regarding H5 document review in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); correspond with E. Tobin and R. Abdelhamid re: potentially privileged documents (.30); confer with C. Russ of Morrison & Foerster re: deposition prep documents (.20)	0.90
09/11/13 ET	Email correspondence with M. Moscato and T. Foudy re: September 11, 2013 status conference in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); research and analyze of the JSNs' assertion of a lien on goodwill in connection with the Debtors' sales of assets to Ocwen and Walter (.60); follow-up email correspondence with T. Foudy re: same (.30); correspond with D. Bloom, B. Kotliar and E. Combs re: review of documents identified by H5 in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, focusing on tracking of the JSNs' collateral (.60); prepare for the depositions of T. Farley and J. Whitlinger (1.10); review documents in connection with the same (.60); email correspondence with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: preparation for depositions of T. Farley and J. Whitlinger (.80); correspond with J. Weber, R. Abdelhamid and A. Ruiz on issues related to the JSNs' claim of a lien on goodwill in connection with the Debtors' sales of assets to Ocwen and Walter (.30); review documents re: same (1.30); attend status conference re: discovery issues re: JSN adversary	8.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 26

proceeding (.80); follow-up discussions (in-person and via email) with J. Brown and B. Glick (counsel for AFI) (.60); follow-up email correspondence with T. Foudy, M. Moscato, J. Levitt, S. Engelhardt and R. Abdelhamid of Morrison & Foerster re: Court's rulings at the status conference (1.20); email correspondence with A. Goodman and D. Bloom re: review of documents in preparation for defendants' deposition of T. Farley (.40); confer further with R. Abdelhamid re: preparation for defendants' deposition of J. Whitlinger (.20)

09/11/13 JCB	Discussion with N. Hamerman and E. Combs re: validity of automatic and forward-looking releases in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); additional research re: same (1.10); initial review of revised draft of memorandum re: burden of proof in adversary proceedings (1.20)	2.70
09/12/13 TF1	Draft email to E. Tobin and J. Weber providing comments on analysis of determining value of goodwill in Ocwen sale in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review latest draft of legal memo addressing adequate protection issues (.80); review email summaries of weekly calendar and daily task completion (.30); confer with M. Moscato on staffing (.10); review emails regarding experts and drafting of reports (.20); review emails on supplemental productions, discovery disputes, and effects on depositions (.50); review E. Tobin's summary of weekly litigation strategy meeting (.20); follow up on completion of legal research memos assigned to Curtis (.30)	2.70
09/12/13 MJM	Participate in deposition preparation meeting for J. Peterson, with S. Engelhardt, G. Horowitz, J. Morris and other attorneys for the Debtors and Creditors' Committee in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.20); confer with T. Foudy re: staffing issues in connection with same (.10)	4.30
09/12/13 EC	Prepare synopsis of deposition of Ad Hoc Group's 30(b)(6) designee and in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); draft short description of collateral release pursuant to Revolver provisions permitting release without permission of AFI (.70); review synopsis of Marano preparation session to assist in review of documents and upcoming deposition preparation (.20); prepare short synopsis of JSN 30(b)(6) deposition for immediate update to co-counsel (.30);	4.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 27

research relating to whether collateral may be released automatically in accordance with the terms of a contract without further approval from the secured party (1.10); research whether a party may prospectively release collateral to be identified more specifically at a future date (.60); review transaction documents received from Pachulski for details relating to loan release provisions in first and third priority agreements and uploading and creating file structure for documents (.80)

09/12/13 BMK	Correspond with E. Tobin re: additional hot documents for deposition witness preparations in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60)	0.60
09/12/13 JTW	Review correspondence from A. Ruiz and R. Abdelhamid of Morrison & Foerster re: JSNs' collateral package both prepetition and after entry of the Cash Collateral Order that should, or may be, used at trial and provide background information and substance to support documents related to same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); confer with J. Berman re: which party will bear the burden of proof to establish the extent, validity and value of the JSNs lien and well as burden of proof with respect to the extent and validity of the Releases filed by Wells Fargo prior to the petition date (.80); revise memorandum re: same in connection with same (.30)	1.90
09/12/13 DAB	Review and analyze potentially privileged emails from H5 9/10 delivery re: JSN Collateral issues in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); summarize findings for E. Tobin (.50) extensive communication with A. Goodman of Kramer Levin and S. Ballard regarding deposition prep documents for Kramer Levin's review in advance of Farley deposition preparation session (1.00); further review and revision to adequate protection memorandum per T. Foudy email (.60); email T. Foudy same with comments (.20); second level review of potentially "hot" documents for Farley deposition preparation (2.50); correspond with E. Tobin and B. Kotliar re: same (.40); summarize contents of subset of same in connection with same (.80); review and analyze updated 30(b)(6) topics for which Whitlinger, Ruhlin, and Farley are responsible (1.80); draft charts detailing Whitlinger and Ruhlin topics for E. Tobin for use in connection with ongoing deposition preparation (2.00); revise Farley chart to incorporate updates (.40); email to E Tobin re: ResCap sale Order in connection with same (.10); correspond with E. Tobin re: status of review of Ruhlin and H5	11.20

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 28

documents (.10)

09/12/13 SB	File deposition transcripts and transaction documents received from co-counsel in electronic filing system per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); prepare searchable disc of T. Farley deposition prep documents and cover letter for same and arrange for delivery to Kramer Levin per request of D. Bloom (.70)	1.00
09/12/13 ET	Correspond with D. Bloom, B. Kotliar and E. Combs re: review of documents identified by H5 in preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS Davidson Kempner, and Silver Point, focusing on preparation for the depositions of T. Marano, T. Farley and J. Whitlinger (.80); review documents in connection with the same (3.80); email correspondence with A. Goodman re: review of documents in preparation for defendants' deposition of T. Farley (.40); confer with N. Hamerman of Kramer Levin and J. Rosell of Pachulski re: preparation for defendants' deposition of J. Ruhlin (.60); confer with C. Siegel re: JSNs' claim re: lien on goodwill attributable to assets sold to Ocwen and Walter (.80); extensive discussions with R. Abdelahmid of Morrison & Foerster re: issues for deposition preparation, including strategy for preparation for depositions of L. Kruger, T. Marano, T. Farley and J. Whitlinger, focusing on the Final Cash Collateral Order and negotiations re: same and the Ocwen/Walter asset sales (1.60); email correspondence with J. Ruhlin re: strategy and scheduling for deposition (.30); conference call with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: review of draft outline and relevant documents as part of preparation for deposition of J. Whitlinger (.50); correspond with J. Weber and S. Ballard re: same (.30)	9.10
09/12/13 JCB	Communications with T. Foudy, E. Combs and J. Rosell re: research into validity of automatic and forward-looking releases in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (.60); additional research re: same (1.80); discussions with J. Weber concerning memorandum re: burden of proof in adversary proceedings (.80); revise and finalize burden of proof memorandum (4.00)	7.20
09/13/13 SJR	Review documentation in connection with JSN adversary proceeding and analysis of litigation issues and research issues in connection with claims to be brought in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS,	2.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 29

Davidson Kempner, and Silver Point are conflict parties
(2.30)

09/13/13 TF1	Exchange correspondence on memo regarding valuation of goodwill in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); exchange correspondence on deposition scheduling and designation of deponents for various Rule 30(b)(6) topics (.40); review email regarding conversation with Centerview regarding value (.20); review litigation updates/status report in connection with same (.20); review emails on production and privilege log disputes (.30); participate in call regarding collateral valuation (.80); participate in call with J. Ruhlin preparatory to deposition preparation (.50)	2.70
09/13/13 JTW	Correspond with T. Foudy re: contention that purchase price allocation found in the Purchasers' publicly filed financial statements could be possible allocation, as per section 3.3(a) of the Ocwen APA, for tax purposes and not binding as to actual value of the assets transferred in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties asserting a lien on proceeds of the Debtors' asset sales received on account of goodwill (.60); assist E. Tobin in review of documents identified as relevant to J. Whitlinger re: both personal knowledge and 30(b)(6) topics with respect to claims in the JSN Adversary Proceeding related to the Debtors' asset sales, APA negotiations, original issue discount associated with the 2008 bond exchange offer, intercompany balances, and tax allocation agreements (3.10); assist E. Tobin in drafting portions of J. Whitlinger's deposition preparation outline re: same (2.20) correspond with E. Combs and M. Jones to respond to inquiries related to their document review of H5 deliveries of 9/12/13 re: the Debtors' asset sales and negotiations as well as the extent of the JSNs collateral package and negotiations of the cash collateral order (.80); assist in document review re: same (2.70); continue drafting of J. Whitlinger deposition preparation outline re: claims involving the APA negotiations and the 2009 tax allocation agreement between Ally and ResCap (2.70) circulate completed draft of J. Whitlinger's deposition preparation outline to R. Abdelhamid of Morrison & Foerster and E. Tobin for revisions and comments (.10)	12.20
09/13/13 SB	Prepare sets of J. Peterson depo prep documents per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and	4.00

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 30

Silver Point are conflict parties (3.00); prepare sets of transaction documents received from co-counsel (1.00)

09/13/13 ET	Analyze relevant documents in connection with revising preparation outline for deposition of J. Whitlinger in the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.30); work with J. Weber to draft portions of J. Whitlinger deposition preparation outline (2.20); extensive discussions with R. Abdelhamid of Morrison & Foerster (by telephone and email) re: same (.40); correspond with J. Rosell, N. Hamerman and E. Combs re: review of documents in preparation for deposition of J. Ruhlin in the JSN adversary proceeding (.50); email correspondence with T. Farley and S. Engelhardt re: scheduling and strategy for deposition of T. Farley in the JSN adversary proceeding (.30); correspond with D. Bloom, E. Combs and J. Weber re: strategy and review of documents identified by H5 as relevant to identification/tracking of JSN collateral and the Ocwen and Walter APAs (1.10); review email correspondence re: witness designations for the 30(b)(6) topics noticed by UMB and the Ad Hoc Group, and draft email to T. Foudy and M. Moscato re: same (.40); review and analyze transcripts of the Section 341 meetings/testimony of June 25, 2012 and July 27, 2012, as part of preparation for defendants' deposition of J. Whitlinger (1.50); confer with R. Abdelhamid and J. Levitt of Morrison & Foerster re: same (.40)	9.10
09/14/13 ET	Email correspondence with R. Abdelhamid of Morrison & Foerster re: review of documents and strategy for preparation for defendants' deposition of J. Whitlinger in the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); email correspondence with D. Bloom and E. Combs re: status of review of documents identified by H5 as relevant to preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding (.20)	0.60
09/15/13 TF1	Correspond with M. Moscato concerning staffing and process for handling deposition designations and exhibit lists in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); review and draft emails on issue of pre-trial brief and scheduling order (.20); review Kruger preparation outline and draft email with comments to same (.70); draft emails to M. Moscato, E. Combs and E. Tobin on provisions of revised scheduling order pertinent to deposition designations and exhibit lists (.30)	1.50

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 31

09/15/13 ET	Correspond with M. Moscato re: compilation of deposition designations and exhibit lists for trial in the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.20); correspond with D. Bloom and E. Combs re: status of review of documents relevant to preparation for defendants' depositions of Debtors' witnesses and trial in the JSN adversary proceeding, and updating of charts reflecting 30(b)(6) witness designations (.50); continue to review relevant documents and draft and revise outline as part of preparation for defendants' deposition of J. Whitlinger in the JSN adversary proceeding, focusing on issues related to the AFI DIP and Final Cash Collateral Order (5.40); review and revise memorandum analyzing the JSNs' claims re: goodwill associated with the assets sold to Ocwen and Walter (2.30); review materials re: same such as Ocwen APA, public filings, and relevant case law (2.50); extensive discussions with R. Abdehalmid of Morrison & Foerster re: issues related to Whitlinger deposition preparation, including strategy for reviewing documents and drafting revising deposition preparation outline (1.70); correspond with E. Combs and J. Weber re: strategy and review of documents as part of preparation for depositions of T. Marano (re: newly produced documents), T. Farley and J. Whitlinger (.50)	13.10
09/16/13 SJR	Review e-mails regarding deposition preparation of key parties in connection with JSN litigation and follow up regarding staffing issues (.70); review e-mails and strategy with respect to JSN litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); feedback on same (.20)	1.30
09/16/13 TF1	Prepare for deposition preparation of L. Kruger in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.80); attend deposition preparation session of L. Kruger and, during breaks, confer with J. Levitt and B. O'Neill on various strategic discovery-related and scheduling order-related issues (5.70); participate in "meet and confer" call with JSNs on Scheduling Order and documents produced off privilege log (.20); review correspondence on various discovery-related issues regarding finalization of scheduling order and late-produced documents (.30); draft emails to E. Tobin and E. Combs on deposition designations and exhibits lists (.40); review email summarizing highlights of Peterson deposition (.10); review litigation calendar update circulated by Kramer Levin (.10)	7.60

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 32

09/16/13 MJM	Review deposition preparation memo for T. Farley in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); meet with E. Tobin and E. Combs re: compiling exhibit list for JSNs Phase I trial (.40); discussion with J. Berman re: deposition designations for the JSNs Phase I trial (.20); participate in T. Farley deposition preparation meeting (5.70)	7.20
09/16/13 EC	Meet with M. Moscato and E. Tobin to discuss assignment for creating the Debtor's exhibit list in preparation for trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review and revise portions of deposition preparation outline relating to J. Whitlinger and making changes and additions to reflect likely lines of questioning anticipated from Marano deposition (4.60); review Peterson deposition transcript and annotating portions relevant for 30(b)(6) testimony relating to discrete topics subject to Whitlinger notice of deposition for use in preparation of J. Whitlinger (2.70); prepare list of proposed exhibits from various pre-existing indicies and deposition exhibits in preparation for submission of list of trial exhibits in pre-trial submission (1.80); review order of proof document prepared by counsel and locating referenced documentary evidence for inclusion in exhibits lists (1.50); review documents referenced in deposition preparation binders and selecting helpful documents for inclusion in first draft of exhibit list for pre-trial submission (2.40)	13.40
09/16/13 JTW	Review and revise deposition preparation outline for J. Whitlinger in accordance with comments received from J. Levitt of Morrison & Foerster prepared in connection with the JSN Adversary Proceeding where Wells Fargo and certain members of the Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point, are conflict parties (2.90); review documents cited in J. Whitlinger's deposition outline to identify which documents are necessary to show J. Whitlinger re: the Debtors' asset sales (1.30); review documents related to the stalking horse bid submissions from Centerbridge, Fortress and Ocwen to identify which assets these potential buys sought to acquire around the Petition Date in connection with same (1.10); incorporate relevant documents located into Whitlinger deposition outline and provide further comments to A. Ruiz of Morrison & Foerster (.60); correspond with R. Abdelhamid and A. Ruiz of Morrison & Foerster to provide clarification as to issues related to the Debtors' asset sales and issues related to J. Whitlinger's 30(b)(6) deposition topics with focus on	6.80

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 33

Special Purpose Entities and restricted assets (.40); correspond with R. Abdelhamid to provide documents in support of positions detailed in the deposition preparation for J. Whitlinger (.30); correspond with R. Abdelhamid re: the SPE's associated with the Debtors' business and whether T. Farley or J. Whitlinger is appropriate 30(b)(6) witness to cover related topics (.20)

09/16/13 DAB	Review further revised 30(b)(6) witness designations per E. Tobin request and update draft charts to reflect same in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); follow up regarding potentially duplicative topics in original witness designations (.30); further updates to charts to reflect same (.30); email to E. Tobin re: same (.10)	1.50
09/16/13 SB	File deposition transcripts received from court reporter per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); prepare master list of exhibits used in deposition per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); prepare set of received deposition transcripts for J. Berman (.10)	0.70
09/16/13 ET	Meet with M. Moscato and E. Combs re: compilation of exhibit list for trial in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); follow-up correspondence with E. Combs and S. Ballard re: same (.10); draft and respond to emails with R. Abdelhamid of Morrison & Foerster, P. Farber, E. Lintz, and C. Siegel of Kramer Levin, and J. Rosell of Pachulski re: same (.40); review and revise outline for preparation of J. Whitlinger for deposition by defendants in Phase 1 of the JSN adversary proceeding, focusing on issues related to the Debtors' sale of assets to Ocwen and Walter, the Debtors' use of cash collateral in compliance with the AFI DIP Order and the forecasts, and the JSNs' claims pertaining to alleged liens on the AFI contribution, intercompany claims, and the MMLPSA claim and tax allocation claims (3.10); review documents and materials in connection with same (1.80); extensive correspondence with E. Combs, J. Weber and R. Abdelhamid re: same (1.20); review and analyze transcript of deposition of T. Marano, focusing on issues related to the JSNs' asserted liens on goodwill attributable to the assets sold, and provide analysis to	10.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 34

T. Foudy (.50); review documents identified as important for preparation of the Debtors' witnesses (T. Farley, J. Ruhlin and J. Whitlinger) for depositions by defendants in Phase 1 of the JSN adversary proceeding (1.50); correspond with D. Bloom, M. Jones, E. Combs, S. Engelhardt, E. Lintz and J. Rosell re: same (1.80)

09/16/13 JCB	Meet with M. Moscato re: designation of deposition testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review 30(b)(6) deposition transcripts of UMB, Wells Fargo and Ad Hoc Group corporate representatives (2.10); conduct research re: use of 30(b)(6) deposition testimony at trial and summarizing findings re: same (.70)	3.00
09/17/13 TF1	Prepare for J. Ruhlin deposition preparation session, including by reviewing transcript of T. Marano in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.30); participate in deposition preparation session with T. Marano and confer with counsel for Committee and Morrison & Foerster during breaks (7.50); review emails on revised scheduling order language and negotiations in connection with same (.40)	9.20
09/17/13 MJM	Discussion with E. Tobin and E. Combs re: compiling exhibit list for JSNs trial where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); discussion with J. Berman re: deposition designations for JSNs trial (.10); participate in witness preparation of T. Farley, with S. Engelhart of Morrison & Foerster and N. Hamerman of Kramer Levin (6.50)	6.90
09/17/13 EC	Review complaints and motions to dismiss for documents likely to be assistive in trial for preparation of exhibit list in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); meet with M. Moscato and E. Tobin to discuss sources of documents for and compilation of exhibit list in JSN adversary proceeding (.30); review document relating to various claims for potential inclusion on list of documents to be used as exhibits at trial with JSNs (2.40); review deposition preparation outlines for documents likely to assist Debtors in proving case against JSNs for inclusion in exhibit list for trial (3.80); prepare list of documents likely to be assistive in preparation for trial to serve as basis for exhibit list in JSN adversary proceeding (2.10); review T. Marano deposition for information confirming zero dollar value	10.10

for mortgage servicing platform if split away from
underlying mortgage servicing rights (.60)

09/17/13 JTW	Review and revise memorandum re: adequate protection issues pertaining to claims of the JSNs on account of the Debtors' treatment of the Intercompany Balances as per comments provided by T. Foudy in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.40); at the request of A. Ruiz of Morrison & Foerster, review and revise draft of outline prepared for J. Whitlinger's deposition preparation session and respond to inquiries posed by A. Ruiz (.40); correspond with E. Tobin re: Debtors' position as to JSNs claims in connection with adequate protection and the proper measurement of value when analyzing such claims (.30); as per E. Tobin's request, review deposition transcript of T. Marano to identify statements supporting the proposition that the JSNs could not have sold the Debtors' servicing platform without having a lien on the MSRs, the primary asset needed to operate the servicing business (.50); review Exhibit 1 to J. Whitlinger's 9/24/12 declaration re: "book value of assets as of 5/31/12" and compare these values to the values assigned to these assets in the AFI DIP Order to identify discrepancies and prepare inquiries for J. Whitlinger to address during deposition preparation (1.90); circulate inquiries to E. Tobin for review (.30); review of Ocwen's and Walter's recent SEC filings to identify if these entities have amended their purchase price allocations to decrease the amount of goodwill associated with the purchase of the Debtors' assets (1.80); search through H5 document data base to locate schedule reference by section 3.1(b) of the Ocwen APA (.60)	8.20
09/17/13 SB	Prepare updated set of received deposition transcripts for J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); locate and review proposed deposition exhibits in Relativity database and update master list of proposed deposition exhibits per request of E. Combs (1.20); prepare electronic copy of T. Farley and J. Peterson deposition prep documents for E. Combs (.30)	1.60
09/17/13 ET	Confer with M. Moscato and E. Combs re: compilation of exhibit list for trial in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); email correspondence and telephone discussions with P. Farber E. Lintz, and C. Siegel of Kramer Levin and J. Rosell of Pachulski re: same (.60); review deposition preparation outlines for J. Ruhlin and T. Marano and	10.40

transcript of deposition of T. Marano, analyze relevant documents and draft and revise outline for preparation of J. Whitlinger for deposition by defendants in Phase 1 of the JSN adversary proceeding, focusing on issues related to the AFI DIP Order and the JSNs' claims re: adequate protection liens (3.80); extensive discussions with R. Abdelhamid of Morrison & Foerster re: same (.70); analyze documents pertaining to the AFI DIP Order and Exhibits A and B thereto, and comparison of subsequent collateral valuations and cash collateral forecasts (1.90); correspond with J. Weber re: same (.40); correspond with D. Bloom re: 30(b)(6) witness designations and identification of important documents for preparation of the Debtors' witnesses for depositions by defendants in Phase 1 of the JSN adversary proceeding (.40); review and analyze the Ocwen APA and documents related thereto, including emails, purchase price summaries and cash flow projections (1.80); correspond with R. Abdelhamid, A. Ruiz of Morrison & Foerster, J. Weber, and C. Siegel and N. Foley of Kramer Levin re: same (.50)

09/17/13 JCB	Discussion with M. Moscato re: designation of deposition testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); review of Peterson deposition transcript in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); initial review of 30(b)(6) transcripts of UMB, Ad Hoc Group and Wells Fargo witnesses and designation of portions thereof (5.30)	6.10
09/18/13 TF1	Meet with E. Combs, E. Tobin, and M. Moscato to discuss progress/status on compilation of exhibits lists and deposition designations in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); emails with same following up on same (.20); emails on negotiation of terms of amended scheduling order (.20); review L. Kruger deposition transcript (1.20)	1.90
09/18/13 MJM	Review Whitlinger deposition preparation memo for today's meeting with J. Whitlinger in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); meet with T. Foudy, E. Tobin, and E. Combs re: preparation of exhibit list for JSNs Phase I trial (.30); participate in meeting to prepare Whitlinger for tomorrow's deposition, with J. Levitt and T. Goren of Morrison & Foerster and counsel for the Creditors	7.60

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 37

Committee (6.10)

09/18/13 SKC	Discussion with S. Ballard on procedure to review witness information from Examiners Report in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); review of report for hits on Lombardo, marking designations and creating index of exhibits (1.40); update chart of exhibits with information from S. Ballard (.40)	1.90
09/18/13 EC	Review witness statements, order of proof outline, and other synopsis documents to determine important documents for use at trials in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.00); prepare list of potential exhibits to reflect documents referenced in internal working documents and case assessments (2.50); review additional documents in Debtors' document database to attach identifying numbers and descriptions to documents (1.60); review database of Debtors' production to identify documents referenced generally in other sources for inclusion in exhibit list (.60); continue reviewing and revising exhibit list (.30); review expert materials to identify additions for exhibit list and updating list to reflect additions (.60); conference with T. Foudy, M. Moscato, and E. Tobin re: preparation of exhibit list for JSN Trial Phase I (.30); attend call with M. Litvak of Pachulski and J. Berman re: research concerning validity of lien releases (.30)	8.20
09/18/13 JTW	Review chart prepared by Kramer Levin in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties re: litigation calendar going-forward and tracking of claims that have been dismissed or are going forward in Phase I or Phase II of the litigation (.40); review of Ocwen APA to identify all closing documentation (.60); review APA document productions to locate the closing documents identified in the various provisions of the Ocwen APA (.30); review and circulate FTI presentation from Debtors' document production re: expense allocation and weekly cash flow projects by facility used in negotiations to establish the terms of the Cash Collateral Order (.30)	1.60
09/18/13 DAB	Review and analyze the Court's Amended Order regarding the Plaintiffs' and Defendants' Motions to Dismiss in the consolidated JSN adversary proceedings in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); circulate findings re: same to S. Reisman, T. Foudy, M. Moscato, E. Tobin and J. Berman (.20)	0.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 38

09/18/13	GES	Draft memorandum regarding the use designated of testimony of corporate witnesses in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS Davidson Kempner, and Silver Point (3.10); conduct legal research regarding same (2.50); review and revise memorandum re: same in connection with research results (2.30); discussion with J. Berman re: preparation of memorandum re: availability of 30(b)(6) witnesses at trial (.40)	8.30
09/18/13	SB	Prepare sets of deposition transcripts for G. Spencer and J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); prepare master email service list per request of J. Berman in connection with same (.50); review examiner report for references to and documents from L. Hall and J. Lombardo per request of E. Tobin (3.50)	4.50
09/18/13	NG2	Compile assorted documents for research memorandum per request of J. Weber in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50)	1.50
09/18/13	ET	Review relevant documents and correspondence and revise draft chart re: initial list of exhibits for trial in Phase 1 of the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, and confer with E. Combs and M. Moscato re: same (1.00); meet with M. Moscato, T Foudy and E. Combs re: same (.30); confer (via email) with N. Hamerman of Kramer Levin and J. Rosell of Pachulski re: initial exhibit list (.40); correspond with R. Abdelhamid and A. Ruiz of Morrison & Foerster, P. Farber N. Foley, E. Combs, J. Weber and D. Bloom re: review of documents identified by H5 as important to issues for which T. Farley and J. Whitlinger are identified as 30(b)(6) witnesses (.50); review materials produced in connection with same (2.30); confer with P. Farber re: review of Examiner's Report as part of preparation for defendants' depositions of J. Lombardo and L. Hall (.40); review and analyze the Ocwen APA and documents related to the Debtors' sale of assets to Ocwen and Walter (2.80); correspond with J. Weber, R. Abdelhamid, A. Ruiz and N. Foley re: same (.40); follow-up discussions with R. Abdelhamid and A. Ruiz re: preparation for the JSNs' deposition of J. Whitlinger in Phase 1 of the JSN adversary proceeding (.30)	8.40
09/18/13	JCB	Call with M. Litvak of Pachulski and E. Combs re: research concerning validity of lien releases (.30); discussion with G. Spencer re: preparation of	6.20

memorandum re: availability of 30(b)(6) witnesses at trial (.40); research re: same (2.40); review and finalize plan confirmation discovery list (.40); continue review of deposition transcripts of 30(b)(6) witnesses from UMB, Ad Hoc Group and Wells Fargo and designation of portions thereof (2.70)

09/19/13 TF1	Prepare for and participate in deposition preparation session for J. Horner and confer with counsel during breaks in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (3.20); emails with L. Kruger on Kruger deposition (.10); emails with M. Moscato, J. Berman and E. Tobin on deposition designations (.50); review disclosure of names of experts and topics received from Ad Hoc Group and analyze with J. Levitt and T. Goren division of responsibility with respect to same (.80); correspond with M. Moscato on expert witness coverage (.20); review summary of T. Farley deposition (.40); emails on open discovery issues (.20); review issues charts and preparation of materials with respect to items required by pre-trial order template (.30); review, edit and finalize memo on burden of proof (.80); review first draft of statement of issues for pre-trial statement (.30); participate in weekly strategy and coordination meeting with Morrison & Foerster, Kramer and Pachulski (2.00)	8.80
09/19/13 MJM	Review P. Farber's summary of J. Peterson deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); review defendants' expert disclosures (.20); review M. McPherson's summary of M. Ruhlin's deposition (.10); review J. Berman's draft designations of Wells Fargo, UMB, and Ad Hoc Group's 30(b)(6) depositions (1.50); revise above designations for Wells Fargo, UMB, and Ad Hoc Group's 30(b)(6) depositions (.70); discussion with J. Berman re: revisions to designations of Wells Fargo, UMB and Ad Hoc Group's 30(b)(6) depositions (.50); review J. Berman's legal research memo re: burden of proof in JSNs litigation (.50)	3.60
09/19/13 EC	Prepare summary of deposition of the Ad Hoc Group 30(b)(6) designee for circulation to co-counsel in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (1.10); prepare summary of deposition of the UMB 30(b)(6) designee for circulation to co-counsel (.70); review documents to be used in connection with expert reports for preparation of exhibit lists (.40); prepare additional entries to Plaintiff's required exhibit list for upcoming trial (.90); revised and	3.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 40

condensed Plaintiff's list of proposed exhibits for use in upcoming trial to conform style with requirements of local bankruptcy rules (.80)

09/19/13 JTW	Review of correspondence related to and summary of J. Ruhlin's deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); correspond with E. Tobin as to additional pre-closing documents that needed to be provided between Ocwen/Walter and the Debtors as per section 6.11 of the Ocwen APA (.10); attend to review of docket and circulate notable filings related to the JSN Adversary proceeding to S. Reisman, T. Foudy, M. Moscato, E. Tobin, J. Berman, and D. Bloom (.40)	1.30
09/19/13 GES	Draft and revise memorandum regarding the use of designated testimony of corporate witnesses in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (3.50); conduct legal research regarding same (3.30); discussions with J. Berman re: legal research and memorandum re: use of deposition testimony from 30(b)(6) witnesses at trial in connection with same (.90)	7.70
09/19/13 SB	Prepare sets of received deposition transcripts for J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); prepare Wells Fargo counsel email service list for J. Berman (.10)	0.30
09/19/13 ET	Review summary of the JSNs' deposition of T. Farley, and email correspondence with T. Farley re: same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); correspond with P. Farber, E. Combs, M. Jones and J. Weber re: review of documents as part of preparation for the JSNs' deposition of AFI witness L. Hall in Phase 1 of the JSN adversary proceeding (.50); review documents and email correspondence, work with E. Combs to draft and update trial exhibit list for trial in Phase 1 of the JSN adversary proceeding and draft email attaching the same to counsel for the Debtors and the Creditors' Committee (1.40); continue to analyze Ocwen APA and related documents/analyses (.40); draft list of important pre- and post-closing documents (.60); correspond with J. Weber, C. Siegel and N. Foley re: same (.10); correspond with T. Foudy, M. Moscato and J. Berman re: legal research issues, including burdens of proof in the trial on Phase 1 in the JSN adversary proceeding and draft email to counsel for the Debtors and the	8.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 41

Committee attaching legal research memo re: same (.40); email correspondence with the Debtors and the Creditors' Committee counsel re: strategy for utilizing H5 for document review going forward (.30); attend strategy meeting with counsel for the Debtors and the Committee in preparation for depositions and trial in Phase 1 of the JSN adversary proceeding (2.00); follow-up discussions with C. Siegel and N. Foley re: issues related to the JSNs claim re: lien on goodwill associated with the Ocwen/Walter asset sales (1.10); correspond with M. Moscato and T. Foudy re: responsibilities for deposition designations, the trial exhibit list and portions of the pre-trial order (.60); correspond with E. Combs, M. Jones, J. Weber, and R. Abdelhamid and A. Ruiz of Morrison & Foerster re: status of review of documents in preparation for depositions and trial in Phase 1 of the JSN adversary proceed (.40)

09/19/13 JCB	Confer with G. Spencer re: legal research and memorandum re: use of deposition testimony from 30(b)(6) witnesses at trial in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.90); research caselaw re: same (.80); draft sections of memorandum re: same (.60); review and finalize memorandum (.50); review of memorandum drafted by M. Litvak of Pachulski re: validity of collateral releases (.50); complete initial proposed designations of 30(b)(6) witnesses from UMB, Ad Hoc Group and Wells Fargo (3.60); discussion with M. Moscato re: revisions to designations of Wells Fargo, UMB, and Ad Hoc Group's 30(b)(6) depositions (.50)	7.40
09/20/13 SJR	Attend to matters with respect to update on legal memorandum on value of specific assets in connection with under-secured claim re: goodwill claims in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30)	1.30
09/20/13 TF1	Review and revise latest draft of legal memo on value of goodwill in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.50); review summary of deposition of Whitlinger (.30); emails regarding designating testimony from Peterson deposition (.30); review draft expert reports (1.00)	2.10
09/20/13 MJM	Designate testimony from J. Peterson's deposition for pre-trial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.60); draft email to J.	3.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 42

Berman and T. Foudy listing pages and lines for J. Peterson's deposition designations (.50); review J. Levitt of Morrison & Foerster's summary of J. Whitlinger's deposition (.20)

09/20/13 GF	Review new scheduling order re: JSN adversary proceedings where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and draft and revise list of dates re: same for E. Tobin (.50); draft and circulate calendar entries re: certain JSN adversary proceeding related dates and deadlines in connection with upcoming Phase I trial schedule (.90)	1.40
09/20/13 EC	Conduct research relating to whether a non-party purchaser's valuation of assets is competent evidence to demonstrate asset value in a litigation between a seller and secured party in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.20); conduct research relating to whether SEC filings are competent evidence against parties other than the filer and whether such filings have any probative value as to the value of a non-filer's business in connection with asset sale value (2.10)	5.30
09/20/13 JTW	As per A. Ruiz of Morrison & Foerster's request, review Marano direct testimony in relation to the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties to provide additional language and color with regard to the DIP negotiations, stalking horse negotiations and asset sales (1.60); circulate numerous filings with respect to the JSN Adversary proceeding including Judge Glenn's memorandum opinion in connection with the motions to dismiss and revised scheduling order (.30); review of documents with E. Tobin and assist E. Tobin in drafting sections of Pretrial Order (Issues to be tried and the parties' contentions) re: Lien on Allocation of the Proceeds from the sale of the Debtors' mortgage loan origination and servicing business (1.80); confer with R. Abdelhamid of Morrison & Foerster re: issues surrounding the use of cash collateral in the JSN Adversary Proceeding in preparation for drafting J. Whitlinger's direct testimony to be filed with the court (.70); review H5 APA batched documents to identify additional supporting documents for the Debtors' contentions as to the allocation of the sale proceeds (2.60)	7.00
09/20/13 SB	Prepare sets of electronic deposition transcripts with designations marked per request of J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	6.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 43

conflict parties (3.50); meet with J. Berman to review page/line designations for 30(b)(6) depositions of Wells Fargo, UMB and Ad Hoc Group witnesses (1.20); prepare list of designations from deposition transcripts per request of J. Berman (1.30); review deposition transcripts for references to J. Lombardo per request of M. Moscato (.30)

09/20/13 ET	Correspond with M. Moscato and J. Berman re: designation of depositions for trial in Phase 1 of the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); confer with C. Siegel and N. Foley re documents produced by Ocwen and Walter pertaining to allocation of the purchase price for the assets purchased from the Debtors under the Ocwen APA (.60); correspondence with E. Combs re: research re: primacy of sale price in determining fair value of assets (.30); review and analyze cases re: same (1.00); review and revise draft witness statement of T. Marano, focusing on AFI DIP and Ocwen APA (1.90); confer with J. Weber and A. Ruiz of Morrison & Foerster re: same (.30); email correspondence with S. Engelhardt and J. Ruhlin re: depositions in Phase 1 of the JSN adversary proceeding (.20); confer (via email and telephone) with R. Abdelhamid of Morrison & Foerster re: strategy for preparation for depositions and trial in Phase 1 of the JSN adversary proceeding (.80); extensive correspondence with R. Abdelhamid, T. Foudy, M. Moscato and P. Farber re: depositions of witnesses on behalf of Walter Investment Management Corp. and AFI (.50); review and analyze pleadings, transactional documents and correspondence re: the Debtors' sale of assets to Ocwen and Walter under the Ocwen APA, in preparation for drafting legal and factual arguments and points to be proven at trial for inclusion in the joint pretrial order (1.50); work with J. Weber in drafting sections of same re: lien on portion of asset sale procedures (1.80)	9.20
09/20/13 JCB	Meet with S. Ballard to review page/line designations for 30(b)(6) depositions of Wells Fargo, UMB and Ad Hoc Group witnesses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); review final proposed designations and making revisions thereto (2.50); review M. Moscato proposed designations for Peterson deposition (.70)	4.40
09/21/13 TF1	Exchange emails regarding preparation of summaries of expert reports and division of responsibilities in regards to responding in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson	0.60

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 44

Kempner, and Silver Point (.40); review email update on H5 productions and review (.10); emails on division of responsibilities for upcoming depositions (.10)

09/21/13 EC	Conduct research relating to whether an acquiring party's valuation of acquired assets is binding on the selling party in a valuation dispute involving parties other than the purchaser in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties for determination of the value of intangible assets associated with the sale of servicing platform assets (1.60); conduct research relating to whether tax valuation of purchased assets has binding effect on fair valuation of assets with particular focus on right of first refusal related cases (1.90); draft and revise deposition summaries of JSN and UMB 30(b)(6) (.90)	4.40
09/21/13 MPJ	Begin review of expert report of J. Levine in connection with Curtis' representation as conflicts counsel in the dispute with the Junior Secured Noteholders regarding the extent and value of the JSNs' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00)	1.00
09/21/13 DAB	Conduct detailed analysis of Fazio HFS expert report provided by JSNs in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00); correspond with E. Combs and B. Kotliar re: same (.20)	4.20
09/21/13 ET	Email correspondence with M. Moscato, T. Foudy, E. Combs, M. Jones, J. Weber and J. Berman re: strategy for reviewing and analyzing expert reports served by the JSNs, and review of documents identified by H5 as relevant to the issues in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.10); confer with R. Abdelhamid of Morrison & Foerster re: same (.40); confer with R. Abdehalmid and M. Moscato re: strategy for preparation for the JSNs' 30(b)(6) deposition of AFI witnesses (.30); review and analyze documents and draft legal and factual arguments and points to be proven at trial, for inclusion in the joint pretrial order, and correspond with J. Weber re: same (1.60); emails correspondence with J. Ruhlin, J. Peterson and T. Farley re: depositions in Phase 1 of the JSN adversary proceeding (.20)	3.60
09/21/13 JCB	Review and revise summaries of 30(b)(6) depositions of UMB and Ad Hoc Group prepared by E. Combs in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson	4.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 45

Kempner, and Silver Point are conflict parties (2.10); initial research re: effect of Ocwen allocation of purchase price set forth in 10-Q report (2.60)

09/22/13 TF1	Exchange emails regarding expert reports and developing responses in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30)	0.30
09/22/13 EC	Review Fazio expert report and prepare synopsis of important points identifying potential strategies for addressing opinions expressed therein and identifying deficiencies in report in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are conflict parties (3.20); review Fazio expert report on fair valuation of mortgage servicing assets in connection with preparation for expert depositions (2.70); conduct research relating to valuation where only a portion of assets sold were encumbered and how the value of the whole sale should be distributed to the encumbered portion of the assets for pre-trial submissions on goodwill in connection with the sale of assets in this case (3.90)	9.80
09/22/13 MPJ	Continue review of Levine expert report in connection with Curtis' role as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.50); draft summary of Levine expert report for M. Moscato, T. Foudy, E. Tobin and J. Berman in connection with same (2.00); review exchanged expert report disclosures to determine which of the Debtors' expert reports correspond with the JSNs' expert reports (.40)	4.90
09/22/13 BMK	Correspond with E. Tobin and J. Berman re: summary of JSNs' expert witness reports provided by Houlihan Lokey in advance of call to discuss same in connection with the trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); review expert report of P. Eric Siegert re: same (.60); draft summary of same, with specific attention to global issues concerning JSN claim, collateral, and valuation methods relied upon by Houlihan Lokey to inform future discussions of responding to expert reports (2.10)	2.80
09/22/13 JTW	Review expert report of John Taylor provided by the defendants in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis and UBS are conflict parties (2.60); provide T. Foudy and M. Moscato with executive summary of J. Taylor's Expert Report to assist in preparations for Debtors' responses	7.80

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 46

to the experts reports (2.40); provide T. Foudy, M. Moscato, S. Reisman, E. Tobin, and J. Berman summary of the Court's September 20, 2013 Order re: Motions to Dismiss (1.70); review disclosure statement and plan for E Tobin to identify portions related to the Debtors' asset sales to provide background information to be used in drafting related portion of the Pretrial Order (.30); per A. Ruiz of Morrison & Foerster, review of draft version of T. Marano's direct testimony and provide revisions and comments (.80)

09/22/13 DAB	Further detailed analysis of Fazio HFS expert report provided by JSNs in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); draft detailed summary of same for distribution to M. Moscato and T. Foudy (3.50); revise same to incorporate comments from J. Berman (.60)	7.10
--------------	---	------

09/22/13 ET	Correspondence with M. Moscato, E. Combs, D. Bloom, M. Jones, B. Kotliar, J. Weber and J. Berman re: analysis of expert reports served by the JSNs, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.20); review and revise summary of expert report submitted by J. Levine on behalf of the JSNs re: valuation of assets sold by the Debtors and correspond with M. Jones re: same (.40); email correspondence with J. Levitt of Morrison & Foerster, C. Siegel of Kramer Levin, and J. Weber re: preparation for the deposition of witness on behalf of Walter Investment Management (.50); telephone call with R. Abdelhamid of Morrison & Foerster re: strategy and various issues re: preparation for trial in Phase 1 of the JSN adversary proceeding (.30); draft legal and factual arguments and points to be proven at trial for inclusion in the joint pretrial order (2.40); review background documents and relevant materials re: same (1.70); correspond with J. Weber re: same (.40); review and analyze cases re: primacy of sale price in determining fair value of assets (.90); follow-up correspondence with E. Combs re: same (.40); email correspondence with P. Farber and M. Moscato re: preparation for deposition of J. Lombardo in Phase 1 of the JSN adversary proceeding (.20)	8.40
-------------	---	------

09/22/13 JCB	Review expert reports served by defendants in adversary proceedings where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); review and revise summaries of reports prepared by D. Bloom, B. Kotliar, J. Weber, E. Combs, and M. Jones (2.60); conduct research re: legal effect of allocation of purchase price prepared by Ocwen (1.50)	5.30
--------------	---	------

09/23/13 TF1	Participate in call with Morrison & Foerster, Kramer	1.80
--------------	--	------

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 47

Levin, and Pachulski regarding responding to expert reports, taking depositions of experts, and division of responsibilities in connection with same in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.90); emails regarding coverage of Lombardo and Walters depositions (.30); correspond with M. Moscato regarding same (.10); correspond with J. Berman regarding preparation for expert witness depositions (.10); emails regarding status conference before court, open discovery issues, testimony by AFI witness at trial, and deposition designations (.40)

09/23/13 MJM	Review expert reports of M. Fazio and J. Levine submitted by the JSNs in order to prepare for their depositions in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.70); teleconference with T. Foudy, J. Levitt, S. Engelhardt, G. Horowitz and other attorneys for the Debtors and Creditors Committee re: strategy relating to responding to JSNs' expert reports (.90); discussion with J. Berman, M. Jones, and E. Combs re: strategy for depositions of JSNs' expert witnesses, Fazio and Levine (.40); discussion with E. Tobin re: exhibit list for JSNs trial (.30); further review of reports of JSNs experts, J. Levine and M. Fazio (1.50); follow-up discussion with J. Berman, D. Bloom, E. Kotliar, E. Combs, and M. Jones re: strategy for depositions of JSNs expert witnesses, Fazio and Levine (.90); correspond with E. Tobin re: Curtis excerpt to pre-trial Order (.10); review report of Debtors' expert, M. Renzi (.40)	7.20
09/23/13 EC	Meet with M. Jones, J. Berman and M. Moscato to discuss contents of Fazio and Levine expert reports and interrelationship of valuations prepared therein in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); meet with J. Berman, B. Kotliar, D. Bloom, M. Jones to discuss expert valuation reports and strategies for rebuttal and impeachment in upcoming expert depositions and at trial (.90); research relating to determination of value of secured claim where a debtor sells assets subject to a creditor's lien as part of a package of business assets and what portion of sale price is attributable to the collateral (3.00); research relating to whether a valuation of assets undertaken by a third party at the request of a purchaser is competent evidence of fair value in an asset sale (.60); draft email to E. Tobin reflecting research re same (.20); review case law relating to valuation under Section 506 of the Bankruptcy Code and whether ultimate use of assets	10.60

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 48

and valuation in the hands of a purchaser is relevant to valuation for secured claim purposes (1.10); continue research relating to whether subsequent valuation of sold assets may be introduced as evidence of an asset's value at sale as in the sale of mortgage servicing rights to Ocwen and subsequent valuation of intangibles by Ocwen (4.00); prepare email reflecting results of research on valuation (.40)

09/23/13 MPJ	Review and analyze expert report of M. Puntus in connection with Curtis' role as conflicts counsel in the dispute regarding the value and extent of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.70); draft summary of Puntus expert report (.80); participate in teleconference with M. Moscato, J. Berman, and E. Combs regarding the various expert reports, with a focus on differentiating the expert reports of Levine and Fazio (.40); review Levine's expert report to determine which assets the additional HARP value described in Levine's report derived from (.30); participate in teleconference with M. Moscato, J. Berman, D. Bloom, B. Kotliar, and E. Combs regarding the various expert reports and next steps in preparing for the deposition of said experts (.90); draft email to M. Moscato regarding status of the Servicing Advances as Collateral for the Junior Secured Notes (.30)	4.40
09/23/13 BMK	Review and revise summary of Motion to Dismiss Opinion and Order in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); correspond with J. Weber re: same (.10); email correspondence with M. Moscato re: global summary expert report of P. Eric Siegert and additional documents in connection with the Fazio and Levine reports (.20); review Ad Hoc Group production for additional documents implicating Fazio and Levine of Houlihan Lokey (.90); coordinate with S. Ballard for production of same (.20); review disclosure statement and JSN and Debtor expert reports re: Debtor valuation of JSN collateral as of the petition date and correspond with M. Moscato re: same (.50); conference with M. Moscato, J. Berman, D. Bloom, E. Combs, and M. Jones re: responding to JSN Expert Reports, including with respect to reviewing underlying assumptions, financial inputs, and methodologies used (.90); review Whitlinger Affidavit, bid procedures motion, Green Declaration in support of same, and disclosure statement re: prior attempts by Debtors to sell assets in connection with same (.70); correspond with D. Bloom re: same and conclusions for M. Moscato (.30)	5.20
09/23/13 JTW	Continue to review and revise draft of T. Marano's direct testimony to include discussion of the	12.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 49

"mini-auction" and October auctions, specifics related to the AFI DIP uses, clarifications to sections discussing the AFI Settlement, and the significance of obtaining a stalking horse bidder in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.30); review draft portions of J. Whitlinger's direct and provide R. Abdelhamid of Morrison & Foerster with comments re: cash collateral order, adequate protection, and use of cash within budget (1.20); continue drafting summary of Judge Glenn's memorandum decision re: Motion to Dismiss with analysis and circulate to working group (.80); confer with R. Abdelhamid with respect to cash collateral related claims in the JSN Adversary Proceedings, document searches to review cash flow forecasts from around the time of the petition date and Whitlinger's understanding and involvement in putting cash flow forecasts together (.80); draft memorandum re: Ocwen's fair value analysis attributing \$200+ to goodwill and providing valuation of certain fixed assets acquired from the Debtors for E. Tobin (2.10); assist E. Tobin in drafting portions of the Pretrial order insert re: JSNs alleged lien on allocation of the proceeds of the Platform Sale (3.80); confer with R. Abdelhamid re: issues surrounding the JSNs' diminution claims, the initial 20-week forecasts attached to the cash collateral order, and prepetition cash flow analyses provided by FTI to the Debtors re: use of cash postpetition (.30)

09/23/13 DAB	Review and revise 30(b)(6) testimony of J. Whitlinger re: cash collateral issues per R. Abdelhamid request, in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); confer with M. Moscato, J. Berman, B. Kotliar, E. Combs, and M. Jones re: treatment of HFS/unsold assets as JSN collateral in Fazio expert report re: same (.90); follow up re: same (.40); review and analysis of same re: issues raised by M. Moscato (.40); draft email memorandum to same re: same (.40); review case filings re: sale of assets at liquidation value in connection with same per M. Moscato request (1.30); summarize findings with respect to same (.20)	6.60
09/23/13 SB	Prepare sets of served expert reports for Curtis team per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.80); prepare sets of expert report summaries per request of J. Berman (.30); prepare set of documents cited in Examiner's Report for E. Tobin (.20); prepare set of documents related to M. Fazio for B. Kotliar (.50)	3.80

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 50

09/23/13 ET	Correspond with M. Moscato re: scheduling of depositions expert reports, trial exhibit list, and insert for the pretrial order re: allocation of Ocwen APA purchase price, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.50); correspond with J. Berman re: preparations for expert discovery in Phase 1 of the JSN adversary proceeding (.30) review trial exhibit list and draft (.30); respond to emails with J. Rosell of Pachulski and J. Morris of Morrison & Foerster re: same (.30); confer with D. Bloom, J. Weber, M. Jones and B. Kotliar re: review of documents identified by H5 as relevant to issues in Phase 1 of the JSN adversary proceeding, focusing on JSN collateral and the Ocwen APA (.30); confer with P. Farber, R. Abdelhamid of Morrison & Foerster and J. Rosell of Pachulski re: expert report witness statements (.30); correspond with R. Abdelhamid and A. Ruiz of Morrison & Foerster and J. Weber re: draft witness statements for J. Whitlinger and T. Marano (.70); extensive discussions with R. Abdehamid re: preparations for depositions and trial in Phase 1 of the JSN adversary proceeding, including review and execution of deposition transcripts, review of documents identified by H5 as relevant to the Debtors' claims and defenses in Phase 1 of the JSN adversary proceeding, expert witness discovery and fact witness direct testimony statements (.80); review transcript of auction held on October 23-24, 2012 in connection with goodwill issues (1.90); review and analyze portions of the Detbors' Disclosure Statement and the Examiner's Report pertaining to the Debtors' asset sales (1.80); work with J. Weber to draft portion of pretrial order re: goodwill transferred to asset sale (3.80); review and analyze cases re: primacy of sale price in determining fair value of assets (.90); follow-up correspondence with E Combs re: same (.40)	12.30
09/23/13 JCB	Meet with M. Moscato, E. Combs, and M. Jones to discuss strategy for handling expert depositions of Levine and Fazio in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review JSNs' expert reports produced in connection with same (2.90); draft outline of areas to cover and focus on during Fazio and Levine depositions for weakness in reports (2.90); follow up with M. Moscato, B. Kotliar, E. Combs, M. Jones, and D. Bloom re: same (.90); discussion with M. Moscato, D. Bloom, E. Combs, B. Kotliar, and M. Jones re: expert reports and preparation for expert depositions (.90); review deposition designations before distribution to co-counsel for Debtors and Committee counsel (.40)	8.40

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 51

09/24/13	SJR	Attend to review of JSNs' expert reports in connection with JSN litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties for analysis of issues of concern in connection with upcoming depositions of JSN expert witnesses (2.30)	2.30
09/24/13	TF1	Review summaries of expert reports in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.30); travel to Tampa for deposition of Walter 30(b)(6) witness [billed at half-time] (4.10); meet with C. Siegel of Kramer Levin to confer on questions to ask Walter 30(b)(6) witness (1.10); correspond with M. Moscato re: same (.20); participate in deposition of Walter 30(b)(6) witness (3.40)	10.10
09/24/13	MJM	Review additional reports by JSNs' expert witnesses in preparation for today's meeting re: same in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.70); participate in status conference call for JSN litigation with Judge Glenn, S. Engelhardt and J. Levitt of Morrison & Foerster, G. Horowitz of Kramer Levin, and counsel for defendants (.30); participate in meeting with financial advisers of the Debtors and Creditors Committee to discuss the JSNs' expert reports with J. Berman, J. Levitt, G. Horowitz, and additional counsel for Debtors and Creditors Committee (3.50); review materials and potential exhibits in preparation for tomorrow's 30(b)(6) deposition of Ocwen (1.70); teleconference with J. DeMarco, E. Tobin, J. Levitt, and G. Horowitz re: tomorrow's 30(b)(6) deposition of Ocwen (.60); follow-up discussions with E. Tobin and J. Weber re: preparations for tomorrow's 30(b)(6) deposition of Ocwen (1.10); teleconference with W. Nolan, S. Tandberg, E. Tobin, and J. Weber re: tomorrow's 30(b)(6) deposition of Ocwen (.50); review E. Tobin's draft examination script for tomorrow's 30(b)(6) deposition of Ocwen (.60); discuss with E. Tobin draft examination script for 30(b)(6) deposition of Ocwen (.30)	10.30
09/24/13	MG8	Telephone conference with D. Mannal of Kramer Levin regarding CMH situation involving conflict party Cerberus' refusal to make distributions (.20)	0.20
09/24/13	EC	Update and revise list of exhibits to be used by Debtors' and Creditors' committee at trial with reference to additional documents cited by and relied upon by plaintiffs' experts in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders	11.40

Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.70); update exhibit list to reflect all documents referenced or cited in all Debtors' expert reports as well as all documents on which experts rely (5.40); review updated order of proof document and including new cited documents favorable to the Debtors' case in list of exhibits for trial (2.30)

09/24/13 BMK	Review summaries of defendants' expert reports prepared by Curtis re: collateral valuation prepared by Houlihan Lokey in connection with JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); review expert report of P. Eric Siegert of Houlihan Lokey in connection with same in order to challenge assumptions and findings of global summary report regarding collateral valuation (.50); correspond with J. Berman and D. Bloom re: status of and treatment of government settlements under the Debtors disclosure statement in connection with preparing for deposition of Ocwen (.20)	1.40
09/24/13 JTW	Correspond with J. Berman and M. Moscato to provide clarity on inquiries from J. Levitt of Morrison & Foerster re: summary of J. Taylor's Expert report on the Purchase Price Allocation provided in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); review deposition transcript of J. Horner to identify testimony related to Ocwen's unwillingness to acquire the Debtors' servicing platform because Ocwen already possessed its own servicing platform (.90); review deposition transcript of J. Whitlinger re: same (2.10); review deposition transcript of L. Kruger re: same (1.20); review deposition transcript of J. Ruhlin re: same (.80); review deposition transcript of T. Farley re: same (.60); discussions with M. Moscato and E. Tobin re: preparations for tomorrow's 30(b)(6) deposition of Ocwen representative (1.10); teleconference with M. Moscato, W. Nolan, S. Tandberg, and E. Tobin re: tomorrow's 30(b)(6) deposition of Ocwen representative (.50); provide M. Moscato and E. Tobin with documents produced by Ocwen re: Ocwen's fair value analysis and provide explanations as to how charts allocated value to goodwill, intangibles, increased liabilities values, and provided values for fixed assets as compared to the parties purchase price calculations prepared in accord with Schedule 3.1(a) of the Ocwen APA (1.20); provide brief summary to M. Moscato and E. Tobin in preparation for deposition re: goodwill ascribed in Ocwen's fair value analysis was value removed from the purchase price of the MSRs (.30); review Ocwen document product received 9/24/13 to identify if latest production contained documents of note for the Ocwen 30(b)(6) deposition to	13.90

be conducted on 9/25/13 (1.60); provide E. Tobin and M. Moscato summary of content of Ocwen's production re: tax allocation schedules and true-up calculations (.40); assist E. Tobin in revising Pretrial Order re: allocations of the purchase price prescribed by schedule 3.1(a), with specific focus on Items 5 and 7 of Schedule 3.1(a) of the Ocwen APA, and providing citations for Debtors' assertions (1.70); provide E. Tobin with sections of deposition testimony re: Ocwen's lack of interest in acquiring the Debtors' mortgage loan origination and servicing platform (.60)

09/24/13 DAB	Confer with J. Berman re: JSNs' expert reports and draft global questions for use in expert depositions in connection with JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.30); analyze Puntus report re: JSN litigation issues for purpose of same (1.80); further review and analysis of Levine, Fazio, and Seigert reports in connection with same (2.00)	6.10
09/24/13 SB	Prepare sets of deposition transcripts for M. Moscato in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review deposition transcripts for references to Ocwen and assemble pages related to same for M. Moscato (1.00); prepare sets of J. Whitlinger deposition exhibits for Curtis team per request of M. Moscato (3.20); prepare sets of proposed exhibits for Ocwen 30(b)(6) deposition per request of E. Tobin (1.40)	5.80
09/24/13 ET	Continue to review and analyze relevant documents, pleadings, deposition transcripts, agreements and correspondence and legal and factual arguments and points to be proven at trial, for inclusion in the joint pretrial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.00); correspondence with J. Weber and N. Foley re: same (1.20); confer with R. Abdelhamid of Morrison & Foerster re: issues re: preparation for trial in Phase I of the JSN adversary proceeding, including drafting of direct testimony for trial and compilation of Plaintiffs' proposed exhibit list (.60); conference call with M. Moscato, J. Levitt of Morrison & Foerster, and G. Horowitz of Kramer Levin re: tomorrow's 30(b)(6) deposition of Ocwen (.60); follow-up discussions with M. Moscato and J. Weber re: preparations for tomorrow's 30(b)(6) deposition of Ocwen (1.10); conference call with W. Nolan of FTI, S. Tandberg of Alix Partners, and M. Moscato and J. Weber in preparation for tomorrow's 30(b)(6) deposition of Ocwen (.50); review relevant documents and draft and revise examination script for 30(b)(6)	16.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 54

deposition of Ocwen and provide to M. Moscato for review (4.40); correspond with M. Moscato and J. Berman re: strategic issues in preparation for depositions and trial in Phase I of the JSN adversary proceeding, including deposition designations and expert discovery (.40); follow-up discussion with M. Moscato re: draft Ocwen 30(b)(6) script (.30)

09/24/13 JCB	Review expert reports in advance of meeting with co-counsel to Debtors, Committee counsel, and Centerview Partners (1.30); participate in meeting at Morrison & Foerster re: Centerview analysis of JSNs' expert reports (3.50); meet with D. Bloom to discuss preparation for expert depositions and drafting global questions to be addressed to JSN experts (2.30); review and revise proposed questions for expert witnesses (.60); review of memorandum re: allocation of Ocwen purchase price (.40); follow-up correspondence with M. Moscato re: preparation for expert depositions (.30); review initial witness lists (.20)	8.60
09/25/13 TF1	Email correspondence re: Ocwen and Walter depositions in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); correspond with M. Moscato on Ocwen deposition (.10); attend to emails on pre-trial order materials (.40)	0.80
09/25/13 MJM	Edit E. Tobin's draft insert to pre-trial order relating to the Ocwen/Walter purchase of Res Cap assets in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); work on preparations for today's Ocwen 30(b)(6) deposition, including revising examination script and reviewing potential deposition exhibits (1.90); meet with E. Tobin, G. Horowitz of Kramer Levin, and T. Goren of Morrison & Foerster re: today's 30(b)(6) deposition of Ocwen (.50); attend and conduct 30(b)(6) deposition of Ocwen (6.50); attend weekly coordination meeting for JSNs litigation chaired by J. Levitt of Morrison & Foerster, with S. Engelhardt of Morrison & Foerster, G. Horowitz of Kramer Levin, and other attorneys representing the Debtors and Creditors' Committee (1.00); begin review of T. Farley witness statement for JSNs Phase I trial (.40)	10.90
09/25/13 MG8	Review correspondence from L. Delehey of ResCap regarding CMH Holdings and potential claims against conflict party Cerberus for fraudulent transfer (.10)	0.10
09/25/13 EC	Conduct research relating to probative value of third party valuations of sold assets in determining value of secured claim in bankruptcy in connection with Curtis'	9.90

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 55

role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); review documents relating to JSNs' collateral position and tagging documents for relevance in preparation for trial and depositions and creating hard copy file of hot documents for review by senior attorneys (3.40); review Debtors' exhibit list and update to include additional documents requested by co-counsel (1.00); review documents produced in connection with Landy report, including all reliance document (1.10); update exhibit list to reflect all bilateral facility documents (1.00); update exhibit list to reflect all documents produced in connection with Finnerty and Gadsden reports to reflect all relied upon materials (2.10)

09/25/13 BMK	Review draft of T. Marano witness statement in connection with preparing for the Phase I trial on the consolidated JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); draft insert for same detailing the Debtors' origination and servicing business with specific focus on the Debtors' MSR assets (.50); correspond with J. Weber re: same (.20); correspondence with D. Bloom and J. Berman re: Debtors recovery analysis and hypothetical liquidation values from Disclosure Statement and Debtors' periodic value report relied upon by Fazio expert report (.50); conference with J Berman and D. Bloom re: drafting outline of questions for Fazio and Levine expert witness deposition handled by Curtis (.40); review and analyze draft questions prepared by D. Bloom and J. Berman re: same and review Fazio report for additional inquiries as to principal assumptions (.70); review H5 delivery from 9-24 re: JSN Collateral issues documents 150-245 (1.90); review selected "hot" documents and circulate to E. Tobin for review (.10)	4.60
09/25/13 JTW	Continue review of Ocwen's latest production to identify issues concerning allocation of the purchase price to goodwill in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); correspond with M. Moscato and E. Tobin and provide same with documents to be used as exhibit at deposition of Ocwen's 30(b)(6) witness to take place at 11:00 am (9/25/2013) (.40); review and revise Marano direct to assist A. Ruiz of Morrison & Foerster by including discussion of MSRs in ResCap's business (2.30)	3.50
09/25/13 DAB	Draft Levine and Fazio deposition scripts in connection with JSN litigation in which Wells Fargo and noteholders UBS and Loomis are conflict parties (2.60); confer with B. Kotliar and J. Berman re: same (.40);	4.00

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 56

review Estate Management Plan and other documents referenced in Fazio and Levine reports in connection with same (.80); correspond with B. Kotliar and J. Berman re: same (.20)

09/25/13 SB	Review and locate potential trial exhibits from E. Combs' list per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (6.20); update designation in J. Peterson transcript per request of J. Berman (.70); prepare UCC Estate Management Plan Update for emailing per request of D. Bloom (.10); update email service list per request of M. Jones (.10)	7.10
09/25/13 ET	Email correspondence with attorneys for the Debtors and the Creditors' Committee, including P. Farber of Kramer Levin, J. Rosell of Pachulski, and R. Abdelhamid of Morrison & Foerster re: continued use of H5 to identify important documents for use in depositions and at trial in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.20); confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: strategic issues re: preparation for trial in Phase 1 of the JSN adversary proceeding (.40); review and revise insert for the pretrial order re: allocation of Ocwen APA purchase price per comments from M. Moscato (1.10); provide same to D. Blabey of Kramer Levin for inclusion in Plaintiffs' portion of the joint pretrial order (.10); correspond with M. Moscato and J. Weber re: review of documents produced by Ocwen in preparation for Ocwen's 30(b)(6) deposition (.50); confer with M. Moscato, T. Goren of Morrison & Foerster, and G. Horowitz of Kramer Levin in preparation for Ocwen's 30(b)(6) deposition (.50); attend the 30(b)(6) deposition of Ocwen's witness B. Ziegenfuss in order to assist M. Moscato (6.50); attend strategy meeting with counsel for the Debtors and the Creditors' Committee, including J. Levitt, T. Goren, R. Abdelhamid, and A. Ruiz of Morrison & Foerster, A. Goodman, P. Farber, and N. Hamerman of Kramer Levin, S. Engelhardt of Morrison & Foerster, G. Horowitz, C. Siegel, and E. Lintz of Kramer Levin, J. Rosell, J. Morris, and R. Feinstein of Pachulski, and M. Moscato (1.30); email correspondence with J. Levitt, M. Moscato and R. Abdelhamid re: issues re: preparation for trial in Phase 1 of the JSN adversary proceeding, including preparation of Plaintiffs' initial exhibit list (.50)	11.10
09/25/13 JCB	Develop list of global expert questions in preparation for expert depositions of Fazio and Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	9.00

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 57

conflict parties (2.90); conference with D. Bloom and B. Kotliar re: same (.50); continue review of expert reports and noting areas for exploration at expert depositions (2.40); review outline of questions for Fazio and Levine expert depositions (1.10); communications re: providing Wells Fargo with access to document repository (.30); review documents cited in Fazio and Levine expert reports (1.80)

09/26/13 MJM	Discussion with J. Berman re: depositions of JSNs' expert witnesses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); exchange emails with counsel for Creditors Committee and Debtors re: deposition depositions (.30); designate testimony from Ocwen 30(b)(6) deposition (1.40); complete review of draft T. Farley witness statement (.50); discussion with S. Engelhardt re: revisions to T. Farley's draft witness statement (.40); review draft Marano witness statement (1.60); draft email to J. Levitt and T. Goren re: comments and propose edits to draft Marano witness statement (.70) participate in teleconference with S. Engelhardt, J. Morris, and A. Goodman re trial exhibit list (.50); meeting with J. Berman and B. Kotliar re: memo concerning "global" questions for JSNs' expert witnesses (.80)	6.50
09/26/13 DS	Research issue of potential exclusion or striking of witness testimony where proffered by witness not designate as Rule 30(b)(6) witness, as well as requirement of personal knowledge under FRE 602 and draft memorandum summarizing research in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.90); draft summary of research findings (.30)	2.20
09/26/13 MG8	Attend to correspondence with L. Delehey of ResCap regarding potential fraudulent transfer action against conflict party Cerberus and related follow-up correspondence with T. Smith (.20)	0.20
09/26/13 EC	Locate bates stamped copies of Debtors' exhibits and update Debtors' list of exhibits to include identifying information for each located document in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); review updated Marano written direct testimony and updating exhibit list to reflect additional documents referenced or alluded to therein, and locating produced copies of such documents (1.10); conduct additional research relating to apportionment of value to an encumbered asset where asset is sold as a package of assets in a	7.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 58

bankruptcy and importance of appraisal value and value the parties assign the assets in determining the value of the secured claim (3.20); update exhibit list to reflect direction of S. Martin of Morrison & Foerster relating to asset sales and other matters and locating bates and docket stamped versions of documents (.90); correspond with M. Moscato to discuss Debtors' exhibit list progress and sources for additional documents (.40); update exhibit list to reflect direction of E. Lintz of Kramer Levin and locate documents in update (.70)

09/26/13 BMK	Review draft of global questions as requested by J. Levitt of Morrison & Foerster for Defendants' expert reports prepared by Houlihan Lokey in connection with upcoming rebuttal reports and deposition of Houlihan experts in connection with preparing for the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); review Houlihan expert reports and Centerview presentation re: same in connection with same, with specific attention to global questions, issues with respect to valuation methodologies, expert's assumptions (4.40); conference with M. Moscato and J. Berman re: reviewing and revising draft global questions and additional issues (.80); review and revise global questions list incorporating edits of M. Moscato and providing additional support for questions by reviewing Disclosure Statement, deposition transcripts, drafts of witness direct statements, and the underlying expert reports (1.20)	7.70
09/26/13 JTW	Review deposition transcript of Ocwen's 30(b)(6) witness, B. Ziegenfuss, in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties to identify possible testimony to support the Debtors' contentions and claims with focus on the purchase price allocation of the MSRs and how Ocwen established the fair value of the MSRs in Ocwen's publicly filed financial statements (3.10)	3.10
09/26/13 AA	Conduct research regarding 30(b)(6) witness preparedness in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.00); conduct research re: remedy issues in connection with same (1.50)	3.50
09/26/13 SB	Mark rough draft deposition transcript designation for Ocwen 30(b)(6) transcript per request of M. Moscato in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	11.20

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 59

conflict parties (.70); transpose rough draft Ocwen deposition transcript markup to final draft per M. Moscato (1.10); update Pinzon deposition designations per request of J. Berman (.20); review Relativity databases and received documents for documents to be listed on potential trial exhibit list per E. Tobin (9.20)

09/26/13 ET	Confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: research assignment re: standards of preparation for 30(b)(6) witnesses and subsequent trial testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); follow-up correspondence with T. Foudy and M. Moscato re: same (.50); correspond with A. Astiz re: research project assignment re: same (.50); confer with counsel for the Debtors and the Creditors' Committee, including A. Goodman, N. Foley, C. Siegel, P. Farber, and N. Hamerman of Kramer Levin, J. Rosell of Pachulski, and R. Abdelhamid of Morrison & Foerster re: review and analysis of documents for inclusion on Plaintiffs' initial exhibit list, for use at trial in Phase 1 of the JSN adversary proceeding (2.80); review and analyze documents to determine whether to include on Plaintiffs' initial exhibit list (1.80); revise draft exhibit list in accordance with same (2.10); extensive correspondence with M. Moscato and E. Combs re: same (1.70); email correspondence with attorneys for the Debtors and the Creditors' Committee, including P. Farber J. Rosell, R. Abdelhamid and E. Lintz re: continued use of H5 to identify important documents (.30); correspond with R. Abdelhamid, M. Moscato and T. Foudy re: strategy for reviewing the JSNs' proposed exhibits, and draft follow-up email to D. Bloom, B. Kotliar, E. Combs, M. Jones and J. Weber re: same (.40)	11.30
09/26/13 JCB	Meet with M. Moscato and B. Kotliar to discuss preparation for Fazio and Levine depositions and proposed global questions for all expert depositions in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); discuss global expert issues with M. Moscato (.30); review and incorporate co-counsel's proposed revisions to deposition designations (.80); review of revised draft of global expert questions (.60); continue review of expert reports in preparation for Fazio and Levine depositions (5.00)	7.50
09/27/13 TF1	Attend to emails regarding exhibit lists, deposition designations, witness statements, and other items necessary for pre-trial order submission in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad	0.70

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 60

Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.70)

09/27/13 MJM	Review current version of list of "global" questions for JSNs' experts in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); discussion with B. Kotliar re list of "global" questions for JSNs' experts (.20); meet with J. Berman and B. Kotliar to finalize list of "global questions" for JSNs' experts (.50); exchange emails with J Levitt of Morrison & Foerster re: responsibility for and timing of exchange of deposition designations of plaintiffs' witnesses (.20); discussion with E. Tobin re: plaintiffs' exhibit list issues (.40); review Ocwen 30(b)(6) deposition transcript to prepare overview/summary of same (.40); meet with E. Tobin to draft overview/summary of Ocwen 30(b)(6) deposition (.70); exchange emails with C. Siegel of Kramer Levin and T. Goren of Morrison & Foerster re: finalizing designations for Ocwen 30(b)(6) deposition transcript (.30); finalize designations for Ocwen 30(b)(6) deposition transcript (.50); discussion with M. McPherson of Morrison & Foerster re: depositions of defendants' experts (.20); meet with E. Tobin, D. Straus, and A. Astiz to discuss legal research issues relating to plaintiffs' 30(b)(6) depositions (.40); correspond with E. Tobin re: general strategy and bases for objecting to defendants' proposed trial exhibits (.30); edit current version of T. Marano witness statement (1.50)	5.90
09/27/13 DS	Continue research issue of potential exclusion or striking of witness testimony where proffered by witness not designated as Rule 30(b)(6) witness, as well as requirement of personal knowledge under FRE 602 in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.40); draft memorandum summarizing research in connection with same (1.20); discuss research findings with E. Tobin, M. Moscato, and A. Astiz (.40)	4.00
09/27/13 MG8	Attend to correspondence with R. Ringer of Kramer Levin regarding CMH Holdings dispute with conflict party Cerberus over withheld distributions (.20)	0.20
09/27/13 EC	Review and revise list of all documentary evidence to be used by the Debtors and Creditors' Committee at the Phase I JSN trial in connection with Curtis' role as conflicts counsel, as defendants Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); review documents cited by Debtors and Creditors' Committee (.40); meet with S. Ballard, J. Berman and E. Tobin to discuss	14.20

tasks for upcoming exchange of exhibit lists and review certain classes of documents for inclusion (.40); review documents included in exhibit list to ensure accuracy of entries (3.20); update Plaintiffs' exhibit list to reflect corrections determined to be necessary through review of documents (2.30); attend to matters relating to exchange of exhibit lists with JSNs including final update of list, recheck of list to ensure no items were excluded and other tasks relating to ensuring completeness and accuracy of list (.40); continue reviewing documents listed on Plaintiffs' exhibit list to ensure accuracy of entries and preparing updated list to correct prior entry errors (.90); update list to reflect input from co-counsel relating to Finnerty expert reliance materials (.90); teleconference with P. Farber of Kramer Levin to discuss Finnerty materials for inclusion on exhibit list (.20); continue reviewing and revising exhibit list to include updated and corrected requests from co-counsel for items to be added and removed from list in preparation for finalization and submission of list (2.80); add documents relied upon by expert Renzi to Plaintiffs' trial exhibit list and reviewing produced documents to determine appropriate bates numbers for additional documents (.40); teleconference with J. Rosell of Pachulski to discuss inclusion of documents relied on by expert Landy for inclusion in exhibit list (.30); review documents produced by all parties to the adversary proceeding to locate Bates numbers for all documents on exhibit list and update list to identify specific documents located (1.20)

09/27/13 BMK	Conference with J. Berman re: review and revision of global questions in connection with M. Moscato edits to prepare same for circulation in connection with depositions and rebuttals of Defendants Expert Reports for the upcoming JSN Adversary Proceeding Phase I trial where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); conference with M. Moscato and J. Berman re: same and final edits (.50); review and revise same to prepare to circulate to J. Levitt of Morrison & Foerster for review (.40)	1.80
09/27/13 JTW	Provide E. Tobin with e-mail memorandum outlining arguments the JSNs will pursue as to the break-down and allocation of the calculated purchase price in accord with Schedule 3.1(a) of the Ocwen APA with respect to the MSR purchase price and provide deposition testimony supporting these arguments related to goodwill and other general intangibles in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); confer with E. Tobin re: same (.40)	1.60
09/27/13 HT	Per the request of E. Tobin, designate relevant parts of	4.00

Marano, Whitlinger, Kruger and Farley transcripts in accordance with Deposition Designation Chart in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00)

09/27/13 AA	Conduct research regarding 30(b)(6) witness preparedness in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.40); conduct research re: discussion topic in connection with same (.90); conduct research re: remedy in connection with same (.60); conduct research re: burdensome issues in connection with same (1.20); draft research memorandum in connection with same (3.10); meet with M. Moscato, E. Tobin, and D. Straus re: same (.40)	8.60
09/27/13 JA	Prepare presented transcripts and deponent designations for subsequent review in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00)	4.00
09/27/13 SB	Mark B. Zeigenfuse deposition designations and prepare page/line citations for same per request of M. Moscato in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); meet with J. Berman, E. Combs, and E. Tobin re: exhibit list issues in connection with same (.40); review production databases per request of E. Tobin in connection with same (6.10); receive and coordinate preparation of compilations for documents referenced on proposed exhibit list in connection with same (6.00)	13.90
09/27/13 ET	Meet with J. Weber re: issues related to the JSNs' claims re: liens on proceeds of Ocwen/Walter asset sale in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); meet with D. Straus, A. Astiz and M. Moscato re: research re: scope of 30(b)(6) depositions and direct testimony at trial (.40); follow-up correspondence with A. Astiz and R. Abdelhamid of Morrison & Foerster re: same (.90); work with M. Moscato to draft summary of testimony by Ocwen's 30(b)(6) witness, and provide summary of counsel for the Debtors and the Committee (.60); review updated initial exhibit list and draft email to counsel for the Debtors and the Committee enclosing the same and addressing various issues re: Plaintiffs' initial exhibit list and responding to Defendants' exhibit list (1.00);	13.20

correspond with M. Moscato and J. Levitt re: Plaintiffs' initial exhibit list and Plaintiffs' deposition designations (.30); meet with J. Berman, E. Combs and S. Ballard re: deposition designations and counter-designations and Plaintiffs' initial exhibit list (.40); review email correspondence among attorneys for the Debtors and the Committee re: expert reports and depositions, and confer with R. Abdelhamid re: same (.30); confer with R. Abdelhamid re: review of deposition transcripts and drafting of eratta sheets (.20); extensive discussions with attorneys for the Debtors and the Committee, including J. Rosell of Pachulski, R. Abdelhamid and A. Ruiz of Morrison & Foerster, and C. Siegel and P. Farber of Kramer Levin re: identification of documents for Plaintiffs' initial exhibit list (3.10); meet with M. Moscato to discuss strategy re: same (.40); confer with attorneys for the Debtors and the Committee, including R. Abdelhamid, J. Rosell, and P. Farber, re: strategy for continuing review of documents identified by H5 pertaining to claims and defenses in Phase 1 of the JSN adversary proceeding (.30); work extensively to review documents on Plaintiffs' initial exhibit list and update the exhibit list based on internal review and input from the team of attorneys for the Debtors and the Committee (4.00); discuss summary of Ocwen 30(b)(6) deposition and designations with M. Moscato (.90)

09/27/13 JCB	Review and revise proposed global questions for expert deposition preparation in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); meet with M. Moscato and B. Kotliar to discuss preparation for expert depositions and proposed global questions for all experts (.50); conference with B. Kotliar re: same and incorporating M. Moscato edits re: same (.90); attend to final review of initial deposition designations (1.70); prepare for and oversee service of initial deposition designations to Adversary Proceeding defendants (.40); review expert reports in preparation for depositions and outline lines of questioning for Levine deposition (3.20); review and finalize Ocwen deposition designations (.90); meet with E. Tobin, E. Combs, and S. Ballard to discuss exhibit list assembly (.40)	9.30
09/28/13 TF1	Attend to emails concerning process/procedure of putting together objections to JSN exhibits and substantive grounds for objections in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.20); exchange emails concerning exhibit lists and deposition designations for third-party depositions (.20)	0.40

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 64

09/28/13 MJM	Edit draft T. Marano witness statement in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); draft correspondence to J. Levitt and S. Engelhardt of Morrison & Foerster proposing comments and suggested edits re: same (.70); edit draft T. Farley witness statement in connection with same (1.10); circulate same to S. Engelhardt and J. Levitt discussing comments and suggested edits re: same (.40); discussion with E. Tobin re: plaintiffs' exhibit list (.40)	3.80
09/28/13 EC	Review documents included on the Debtors' list of trial exhibits for revision of titles and Bates number to ensure accuracy of cited exhibits in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.80); review and revise list of trial exhibits to reflect corrected or formal names of documents and ensure accuracy of entries in preparation for submission to the Defendants (3.10); teleconference with E. Tobin and R. Abdelhamid of Morrison & Foerster to discuss documents relating to M. Puntus expert report for inclusion on the Debtors' list of exhibits for trial (.30)	7.20
09/28/13 SB	Review case dockets for and collect additional documents referenced on proposed exhibit list per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.20); review designated deposition transcripts and prepare same for circulation to counsel per M. Moscato (1.70); review production databases and receive compilations for additional documents listed on proposed exhibit list per request of E. Combs (2.40); review searchable discs to be produced and prepare same for delivery per request of E. Combs (.50); review deposition designations served by JSNs and mark same on transcripts for Ziegenfuss, Dixon, and Hall per request of M. Moscato (1.70); review deposition designations served by co-counsel and mark same on transcripts for Dixon and Hall per request of M. Moscato (1.20); prepare sets of deposition designation markups per request of M. Moscato (1.20)	10.90
09/28/13 ET	Review draft memorandum by D. Straus and A. Astiz re: re: research re: scope of 30(b)(6) depositions and direct testimony at trial (.70); review documents listed on Plaintiffs' draft initial exhibit list and revise exhibit list accordingly (4.40); extensive discussions with R. Abdelhamid of Morrison & Foerster re: exhibits for inclusion on the exhibit list (.50); teleconference with R. Abdelhamid and E. Combs re: exhibit list items re:	8.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 65

Puntus expert report (.30); draft email to counsel for all parties in the JSN adversary action enclosing Plaintiffs' initial exhibit list (.20); email correspondence with M. Moscato and J. Levitt, S. Engelhardt, and R. Abdelhamid of Morrison & Foerster re: service of DVD containing lien release documents (.30); draft cover letter and coordinate service on counsel for UMB, the JSNs, and Wells Fargo (.30); telephone calls with R. Abdelhamid re: strategy for reviewing documents on the JSNs' exhibit list (.50); confer with J. Rosell of Pachulski and P. Farber of Kramer Levin and Alix Partners consultants re: strategy for reviewing documents on the JSNs' exhibit list (.30); confer with M. Moscato re: strategy for reviewing documents on the JSNs' exhibit list (.40); draft emails to D. Bloom, B. Kotliar, J. Weber, M. Jones, E. Combs and S. Ballard re: same (.10); correspond with S. Ballard re: JSNs' deposition designations and draft email to counsel for the Debtors and the Creditors' Committee enclosing highlighted transcripts reflecting the JSNs' deposition designations (.20); email correspondence with M. Moscato and P. Farber re: service of Plaintiffs' additional deposition designations (.10)

09/29/13 TF1	Attend to emails regarding JSN exhibit lists and preparing objections thereto in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.40); draft emails regarding pledge to conflict party Citibank MSR Facility (.10)	0.50
09/29/13 MJM	Review Defendants' trial exhibit list to develop strategy for review and objecting to same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); conference call with E. Tobin and E. Combs re: strategy for review and objection to Defendants' proposed trial exhibits (.80); exchange of emails with E. Tobin re: issues concerning Defendants' trial exhibit list (.40)	2.50
09/29/13 EC	Review JSN exhibit list to identify categories of documents for broad objections and to facilitate discussion of the exhibit lists for Plaintiffs counsel in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); teleconference with M. Moscato and E. Tobin to discuss exhibit list received from defendants and formulate strategy for review and potential objection (.80); prepare annotated exhibit list reflecting categories of documents to be discussed with aligned counsel in planning and strategy for objection to items on the JSNs' exhibit list (3.60)	5.30

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 66

09/29/13 FC	Prepare exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00)	4.00
09/29/13 SB	Review for and prepare hard copy set of JSNs' proposed trial exhibits per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.70)	4.70
09/29/13 ET	Review and analyze the JSNs' proposed exhibit list, in light of involvement of conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.60); draft and respond to emails with M. Moscato, T. Foudy, E. Combs, S. Ballard, as well as R. Abdelhamid of Morrison & Foerster and P. Farber of Kramer Levin re: same (1.50); confer with M. Moscato and E. Combs re: strategy for reviewing the JSNs' proposed exhibits and formulating objections to the same (.80); confer with R. Abdelhamid re: strategic issues, including deposition designations and cross designations and formulating objections to the JSNs' proposed exhibits (.90); correspond with E. Combs, S. Ballard and J. Natividad, and E. DeLeon of Alix Partners re: JSNs' proposed exhibits and related issues (.80)	5.60
09/29/13 JCB	Review JSNs' document designations in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.80); further review of JSNs' expert reports and formulate lines of questioning for Levine deposition (2.40)	5.20
09/30/13 TF1	Exchange emails regarding Defendants' proposed exhibits and objections thereto in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.40); conference call with Morrison & Foerster, Kramer Levin and Pachulski regarding process and substantive issues with respect to same (.80); emails regarding technology in the courtroom for use at the trial (.30); emails on assignments for deposition counter-designations and objections (.10); emails on scheduling of expert witness depositions (.10); emails on stipulation regarding filing of motions in limine (.10)	1.80
09/30/13 MJM	Exchange emails with J. Levitt of Morrison & Foerster and G. Horowitz of Kramer Levin re: strategy concerning objecting where appropriate to Defendants' proposed trial exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and	7.70

noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review and revised E. Combs reformatted Defendants' exhibit list (.50); conference call with E. Tobin, J. Berman, E. Combs, M. Jones, and S. Ballard re: strategy for reviewing and where appropriate objecting to Defendants' proposed trial exhibits (.50); meet with E. Combs to revise re-formulation of Defendants' trial exhibit list (.30); meet with E. Tobin, J. Berman, E. Combs and M. Jones re: strategy for reviewing and bases for objecting to Defendants' proposed trial exhibits (1.00); prepare for conference call with co-counsel re: Defendants' proposed exhibit list by further review and analysis of same (1.00); conference call with J. Levitt Of Morrison & Foerster, G. Horowitz of Kramer Levin, J. Morris of Pachulski, E. Tobin, E. Combs, and J. Berman to discuss strategy with regards to Defendants' proposed exhibit list (.90); discussion with J. Berman re: objections and counter-designations to Defendants' proposed designations of T. Farly's deposition transcript (.40); analyze Levine's expert report re: valuation of ResCap's MSRs and Servicing Advances in connection with taking his deposition (2.70)

09/30/13 DS	Conduct additional research on personal knowledge requirement under Rule 602 of FRE in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.00); draft memorandum summarizing research findings in connection with same (1.50)	3.50
09/30/13 MG8	Review research on sections 542 and 543 of the Bankruptcy Code in preparation for call with D. Mannal and R. Ringer of Kramer Levin, T. Smith, and B. Kotliar in connection with CMH Holdings dispute over withheld distributions by conflict party Cerberus (.70); review previously prepared memorandum outlining CMH Holdings transaction and transaction documents relevant to CMH Holdings dispute with Cerberus (.80); participate in conference call with R. Ringer, D. Mannal, T. Smith and B. Kotliar with respect to potential causes of action against Cerberus arising out of CMH Holdings situation (.50); brief research on preservation of causes of action and Examiner relevant portions of proposed Plan (.40)	2.40
09/30/13 EC	Teleconference with M. Moscato, E. Tobin, M. Jones, and J. Berman to discuss strategy for reviewing documents identified on the Junior Secured Noteholders' Exhibit List in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); meet with M. Moscato for	15.10

reformulation of JSNs' trial exhibit list into discrete categories to facilitate review and objection to certain categories (.30) reformulate JSN exhibit list to facilitate review and objection to certain categories of documents (.70); meet with M. Moscato, E. Tobin, M. Jones, J. Berman and counsel from Morrison & Foerster and the Creditors' Committee to discuss approaches and strategies for objection to the JSNs' exhibit list (.90); review documents identified by the JSNs for trial exhibits with E. Tobin and E. Combs in order to identify potential objections to proposed exhibits (3.70); work with M. Jones to prepare grounds for objecting to each individual document under the Federal Rules of Evidence and the Federal Rules of Bankruptcy Procedure in preparation for meet and confer with JSNs to prepare trial exhibits (3.70); categorize same in advance of meet and confer (3.90); conduct research relating to admissibility of pleadings as evidence in the present proceeding (.40); conference with M. Moscato, E. Tobin, J. Berman, M. Jones, and S. Ballard re: exhibit list and objections (.50)

09/30/13 MPJ	Participate in call with M. Moscato, E. Tobin, J. Berman, E Combs, and S. Ballard regarding strategy for reviewing documents identified on the Junior Secured Noteholders' Exhibit List in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); meet with M. Moscato, E. Tobin, J. Berman, E. Combs to discuss various categories of documents in the Junior Secured Noteholders' Exhibit List and potential objections to said documents admission (1.00); participate in call with M. Moscato, E. Tobin, J. Berman, E. Combs, Morrison & Foerster, and Kramer Levin regarding tasks necessary to categorize documents on the Junior Secured Noteholders' Exhibit List and likely objections (.90); prepare "cheat sheet" of various exclusionary rules of evidence in advance of reviewing documents identified on the Junior Secured Noteholders' Exhibit List (.30); review and analyze over 900 documents, emails, spreadsheets, and presentations with E. Tobin and E. Combs re: certain documents listed on the Junior Secured Noteholders' Exhibit List for Phase I of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Loomis, Silver Point and Davidson Kempner are conflict parties (3.70); categorize same with same in order to determine (a) whether to object to the admission of such documents, and (b) the basis for such objections under the Federal Rules of Evidence and Federal Rules of Bankruptcy Procedure in order to prepare exhibits lists for trial (3.70)	10.10
--------------	--	-------

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 69

09/30/13 BMK	Review prepetition transaction documents and legal memorandum in connection with CMH transaction and dispute with conflict party Cerberus (.50); attend teleconference with M. Gallagher and T. Smith, and Kramer Levin attorneys D. Mannal and R. Ringer re: same and timing of relevant actions prior to and after anticipated plan confirmation (.50); research whether turnover actions may be preserved for assertion post-confirmation by reviewin Collier on bankruptcy, case law, and legal memoranda (1.50); correspondence with M. Moscato re: Levine Expert Deposition handled by Curtis re: valuation of MSRs and impact on goodwill value and arguments in connection with Ocwen APA in connection with the trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review Levine Report for underlying assumptions and open issues for questioning at deposition, including review of cited documents, Ocwen deposition transcript, Ocwen 10Qs, final cash collateral order, and other case valuations (2.70); draft outline of issues in connection with same (2.60); review and revise same incorporating comments of M. Moscato re: HARP and MSRs assets (.70)	9.00
09/30/13 AA	Meet with E. Tobin to discuss 30(b)(6) research issues in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); conduct research in connection with same, specifically remedies available for non-compliance with discovery requests and other discovery requirements (3.20); begin drafting memorandum re: same, specifically geared towards discovery remedies for non-compliance with Rule 30(b)(6) requirements (2.70)	6.20
09/30/13 SB	Participate in call with M. Moscato, E. Tobin, J. Berman, E Combs, and M. Jones re: strategy for objection to proposed trial exhibit in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review Relativity database to locate proposed trial exhibits produced in native format and prepare same for attorney review per request of E. Tobin (1.50); correspondence with M. Moscato, J. Berman E. Combs, and E. Tobin re: strategy for objections to proposed trial exhibits (.60); phone call with A. Sikes at Kramer Levin re: transfer of deposition exhibits (.10); prepare examples of proposed trial exhibits otherwise too large to print per request of E. Tobin (.30); assemble deposition transcript and exhibits files and transfer same to Litigation Support to be loaded to	12.10

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 70

LiveNote (.30); meet with J. Berman re: deposition cross-designations and objections (.40); review T. Farley deposition cross-designations and objections and prepare J. Peterson deposition cross-designations per request of J. Berman (.90); prepare sets of Winn expert report for Curtis team per request of M. Moscato (.30); prepare samples of trial exhibits for attorney review per request of E. Combs (7.20)

09/30/13 ET	Conference call with M. Moscato, E. Combs, M. Jones, S. Ballard and J. Berman re: analysis of the JSNs' proposed exhibits and objections thereto, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.50); follow-up emails with M. Moscato and T. Foudy re: same (.40); correspond with D. Straus and A. Astiz re: research re: research re: scope of 30(b)(6) depositions, standard for adequate preparation, and subsequent trial testimony (.80); draft and revise memorandum re: overview of the JSNs' proposed exhibits and analyzed the documents re: potential objections (1.20); correspond with M. Moscato and E. Combs re: same (.40); draft emails to counsel for the Debtors and the Committee re: strategy for evaluating the JSNs' proposed exhibits (.50); correspond with D. Bloom and J. Weber re: review of documents identified by H5 as relevant to issues in Phase 1 of the JSN adversary proceeding, focusing on identification and tracking of JSN collateral and the JSNs' claim re: goodwill arising from the asset sales to Ocwen and Walter (.20); conference call with counsel for the Debtors and the Creditors' Committee including M. Moscato, M. Jones, E. Combs, J. Levitt and R. Abdelhamid of Morrison & Foerster, and G. Horowitz, N Hamerman and C. Siegel of Kramer Levin re: strategic issues for trial in Phase 1 of the JSN adversary proceeding, including strategy for reviewing and formulating objections to the JSNs' proposed exhibits, deposition counter-designations, trial electronics and in limine motions (.90); follow-up correspondence with R. Abdelhamid of Morrison & Foerster, J. Levitt, J. Rosell and E. Combs re: same (.90); review and analyze the JSNs' proposed exhibits for use at trial in Phase 1 of the JSN adversary proceeding (3.70); draft and update spreadsheet reflecting the same (.70); correspondence with M. Moscato re: same (.60); confer with R. Abdelhamid re: strategic issues, including review of JSNs' proposed exhibits, supplemental exhibits for Plaintiffs, deposition counter-designations, and review of H5 documents (.70); conference with M. Moscato, J. Berman, E. Combs, and M. Jones re: strategy and process for objection to exhibits (1.00)	12.50
-------------	--	-------

09/30/13 JCB	Conference call with co-counsel to Debtors and	9.00
--------------	--	------

Committee Counsel and M. Moscato, E. Tobin, M. Jones, and E. Combs to discuss exhibit list served by JSNs and deposition counter-designations and objections in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); prepare counter-designations and objections to JSNs' designation of Farley, Kruger, Peterson and Ocwen witness (4.60); discussion with R. Abdelhamid re: deposition designations (.30); meet with M. Moscato, E. Tobin, M. Jones, E. Combs, and S. Ballard to discuss preparation of objections to exhibit list and cross-designations and objections to JSN deposition designations (.50); prepare list of potential document objections (.50); participate in meeting with M. Moscato, E. Tobin, E. Combs and M. Jones to discuss objections to JSN exhibit list (1.00); review spreadsheet of Farley cross-designations and objections (.80); discuss objections and counter designations to deposition testimony with M. Moscato (.40)

09/30/13 NG1	Organize deposition exhibits and transcripts for LiveNote case setup to structure review in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
09/30/13 ABH	Prepare table of transcript mark-up of counter designations of Farley, Kruger, Peterson, and Ocwen witnesses per J. Berman request in order to facilitate attorney review in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00)	3.00
TOTAL HOURS		1,356.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	12.50	830	10,375.00
Michael J. Moscato	Partner	127.50	785	100,087.50
Theresa A. Foudy	Partner	77.20	730	56,356.00
Maryann Gallagher	Counsel	4.00	625	2,500.00
Dora Straus	Associate	9.70	600	5,820.00
Ellen Tobin	Associate	268.70	600	161,220.00
Jeffrey C. Berman	Associate	136.90	600	82,140.00
George E. Spencer	Associate	30.50	520	15,860.00
Daniel A. Bloom	Associate	95.00	480	45,600.00
Michael P. Jones	Associate	39.30	305	11,986.50
Bryan M. Kotliar	Associate	71.10	305	21,685.50
John Thomas Weber	Associate	138.80	305	42,334.00
Alyssa Astiz	Associate	18.30	305	5,581.50
Edward Combs	Associate	197.90	290	57,391.00
Neal Goodman	Litigation Support	0.30	260	78.00
Farai Chidavaenzi	Legal Assistant	4.00	235	940.00
Noah Gardy	Legal Assistant	1.50	235	352.50
Susan Kindya-Culley	Legal Assistant	1.90	230	437.00
Georgia Faust	Legal Assistant	4.50	230	1,035.00
Hesel Toyjanova	Legal Assistant	4.00	220	880.00
Jorge Alcantar	Legal Assistant	4.00	210	840.00
Ashley Baldwin-Hunter	Legal Assistant	3.00	210	630.00
Samuel Ballard	Legal Assistant	105.70	200	21,140.00
		1,356.3		\$645,269.50

TOTAL SERVICES

\$645,269.50

Summary of Expenses

Courier Expense	143.49
External Photocopy Services	3,629.30
Intercall Audio Conferencing	185.82
Pacer - ECF	219.90

TOTAL EXPENSES

\$4,178.51

December 18, 2013
Inv # 1595285
Our Ref # 062108-000410

Page 73

TOTAL THIS INVOICE

\$649,448.01

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 18, 2013

Inv. # 1595288
Our Ref. 062108-000500
SJR

Attention: Residential Capital, LLC

Re: Plan and Disclosure Statements

09/02/13	TF1	Participate in conference call on plan discovery protocol and response to JSN objection thereto for impact on Confirmation and the JSN Adversary Proceeding as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50)	0.50
09/03/13	TF1	Review and edit latest drafts of subpoenas for trading records of certain members of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); exchange emails in regards to same (.40); participate in conference call with Kramer Levin and Morrison & Foerster on witnesses for plan confirmation hearing/phase II of adversary proceeding in connection with JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (1.70); review agenda for call in connection therewith (.20); review Judge's order on motion to approve plan discovery protocol (.20)	2.90
09/03/13	MPJ	Review e-mail from T. Foudy relating to potential service of subpoena on Ad Hoc Group members to discover the Ad Hoc Group members' trading of the Junior Secured Notes as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); research federal statutes and case law to determine the minimum amount of time a serving party must give a third party to respond to a subpoena in connection with same (.30)	0.40
09/04/13	TF1	Follow-up discussion with Pachulski, conflicts counsel to the Committee, regarding subpoenas for trading records of members of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review revised proposed scheduling order and emails concerning disputes in regards to same (.40); review plan discovery protocol ordering by court in connection with same (.40); follow-up on trading information subpoenas (.30)	1.50
09/06/13	TF1	Call with G. Lee of Morrison & Foerster to discuss	0.30

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 2

	possible subpoenas of members of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	
09/08/13 SJR	Review e-mails related to JSN adversary proceeding from T. Foudy including update on possible service of subpoenas on members of Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40)	0.40
09/08/13 TF1	Draft email to S. Reisman and M. Moscato on status of subpoenas to members of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10)	0.10
09/09/13 SJR	Attention to issues regarding JSN adversary proceeding and serving subpoenas on members of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); follow-up correspondence with T. Foudy and M. Moscato regarding matters related to discovery in connection with JSN litigation (.40)	1.10
09/09/13 TF1	Call with R. Feinstein of Pachulski, conflicts counsel to the Committee, to discuss subpoenas to individual Ad Hoc Group members in connection with JSN adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); emails with R. Feinstein on same (.10); draft email to L. Kruger with update on same (.10)	0.50
09/10/13 TF1	Respond to correspondence from M. Jones, M. Moscato, and J. Drew on service of subpoenas for trading information and research on vote designation and equitable subordination (.40)	0.40
09/10/13 JD3	Attend to correspondence and discussions with M. Gallagher and T. Foudy re: potential designation of JSN votes in connection with Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review transcript and other materials re: bad faith conduct by JSNs during these bankruptcy proceedings (.80); research caselaw re: same including remedies available and similar prior cases (2.90); circulate summary of same to T. Foudy for review (.20)	4.10
09/10/13 MG8	Attend to correspondence from T. Foudy regarding request for research on potential equitable subordination and/or designation of JSNs which includes conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties due to conduct in connection with disqualification motion and related follow-up correspondence with M. Cohen, J. Drew, and B. Kotliar regarding same (.30)	0.30

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 3

09/10/13 MPJ	Review and exchange emails with T. Foudy, M. Moscato, and J. Berman regarding serving subpoenas on the members of the Ad Hoc Group relating to the Ad Hoc Group's trading of the Junior Secured Notes in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); correspond with J. Clyne to arrange for personal service of subpoenas on individual Ad Hoc Group members (.20)	0.60
09/10/13 DAB	Correspond with M. Jones re: JSNs' amended 2019 statement in connection with subpoenas to Ad Hoc Group members as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20)	0.20
09/10/13 HH	Confer with J. Berman re: research assignment re: equitable subordination remedy in connection with JSNs' conduct, as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); conduct research re: same (1.90); prepare summary re: same (.80)	2.90
09/10/13 JCB	Review correspondence re: equitable subordination and vote designation of JSNs which includes noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.60); correspond with J. Drew re: same (.30); conference with H. Hiznay re: same and research assignment (.20); research caselaw re: same (.90); review J. Drew draft of background section for memorandum re: vote designation (.50)	2.50
09/11/13 SJR	Attend to review of e-mails regarding research being conducted in connection with JSN litigation and Plan confirmation regarding potential for equitable subordination or vote designation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.70)	1.70
09/11/13 TF1	Meet with J. Drew, H. Hiznay, J. Berman and M. Jones concerning research regarding equitable subordination and vote designation and members of the Ad Hoc Group of JSNs which includes noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.80); respond to inquiry from J. Marines of Morrison & Foerster regarding DQ motion in connection with same (.10)	0.90
09/11/13 JD3	Meet with T. Foudy, H. Hiznay, J. Berman, and M. Jones re: research re: designation of votes of JSNs which includes conflict parties noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.40); follow-up correspondence with same re: same, including re: facts supporting possible designation	3.20

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 4

(.40); review and edit research summary re: vote designation (.50); review cases and articles re: possible additional theories to pursue re: JSNs (1.10); follow-up correspondence with H. Hiznay and J. Berman re: same (.30); meet with J. Berman, B. Kotliar, and H. Hiznay re: research results in light of relevant facts (.50)

09/11/13 MPJ	Meet with T. Foudy, J. Berman, H. Hiznay, and J. Drew to discuss possible arguments relating to the JSNs' bad faith and whether equitable subordination or vote designation are appropriate remedies in connection with the JSN adversary proceeding and plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); prepare subpoenas to be served on each individual member of the Ad Hoc Group regarding their history of trading shares around the time of the disqualification motion in connection with same (1.30)	2.10
09/11/13 BMK	Correspond with M. Jones re: service of subpoenas in connection with confirmation discovery and notice requirements in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); research issues in connection with same by reviewing the Order Approving Confirmation Discovery Procedures, other applicable case management orders, and the federal rules of civil procedure and bankruptcy procedure (2.10); correspond with J. Berman, H. Hiznay, and J. Drew re: facts relevant to equitably subordinating and designating votes of certain creditors in connection with same, including quotes of transcripts and important case pleadings (.60); conference with same re: same and discuss alternative remedies available in light of unique case facts (.50); follow up research re: same (.70)	4.10
09/11/13 HH	Meet with J. Berman, T. Foudy, J. Drew, and M. Jones re: equitable subordination and designation research in connection with JSNs' conduct as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); conduct follow up research in connection with same, with particular focus on WaMu case (2.10); correspondence with B. Kotliar and J. Berman re: same (.30); follow up meeting with J. Drew, B. Kotliar, and J. Berman re: same (.50); conduct further research as a follow up to same, focusing on securities fraud/insider trading as basis for equitable subordination (1.70); conduct research in connection with same re: whether abusive litigation tactics can form basis for equitable subordination (1.70); draft memo in connection with same (2.10)	9.20
09/11/13 JCB	Meet with T. Foudy, J. Drew, M. Jones, and J. Weber	6.20

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 5

to discuss subpoenas for members of Ad Hoc Group of JSNs which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point re: documents reflecting trading on the JSNs' notes and possible bases for vote designation and/or equitable subordination (.80); further discussion with J. Drew, H. Hiznay and B. Kotliar re: vote designation and equitable subordination research results (.50); review memorandum drafted by J. Drew re: vote designation (1.00); research re: vote designation and equitable subordination research results (1.80); review of documents and transcript excerpts re: potential misconduct/bad faith by Ad Hoc Group (.90); review of communications, including summary of status conference and emails relating to document review and other preparation for upcoming depositions (.70); review of WaMu decision and legal article re: equitable disallowance (.50)

09/12/13 TF1	Attend to finalization of subpoenas for filing and service of same on members of the Ad Hoc Group which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point in connection with the JSN adversary proceeding and Plan confirmation (.60); conference call and emails with R. Feinstein of Pachulski, conflicts counsel to the Committee, in regards to same (.40)	1.00
09/12/13 JD3	Review and circulate research summary to T. Foudy, J. Berman, B. Kotliar, and H. Hiznay re: vote designation of the JSNs which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point (.40); review mediation and trading order and circulate e-mail re: possible argument to vacate order in connection with same (.50)	0.90
09/12/13 MPJ	Update subpoenas to each individual Ad Hoc Group members which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point requesting information on the noteholders' trading history to incorporate T. Foudy's comments in anticipation of service in connection with the JSN adversary proceeding and Plan confirmation (1.10)	1.10
09/12/13 BMK	Perform additional research re: notice requirements when serving subpoenas in connection with main bankruptcy case and confirmation discovery in connection with JSN Adversary Proceeding where noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); correspond with D. Bloom and M. Jones re: same (.20); additional review of case pleadings, transcripts, case orders, and other relevant background information re: gathering facts with respect to basis for equitable subordination, vote designation, and other equitable remedies for creditor misbehavior in connection with same (2.60);	8.60

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 6

draft factual background for memo re: same with specific emphasis on facts necessary for underlying legal theories (3.60); review draft legal memoranda from J. Drew and H. Hiznay re: same (.60); correspondences with J. Berman re: same (.50)

09/12/13 HH	Continue research re: equitable subordination in connection with dispute with JSNs over lien value and purported entitlement to post-petition interests and in connection with Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); continue drafting memo re: same (3.80); correspond with B. Kotliar and J. Berman throughout the day re: same (.30)	5.30
09/12/13 JCB	Correspondence with J. Drew, B. Kotliar and H. Hiznay re: vote designation and equitable subordination research in connection with the JSN adversary proceeding and Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); review and revise draft memorandum sections drafted by J. Drew and H. Hiznay (2.10)	2.80
09/13/13 TF1	Calls and emails with G. Lee of Morrison & Foerster and L. Kruger on service of subpoenas on Ad Hoc Group members, which includes conflict parties UBS, Davidson Kempner, and Silver Point in connection with plan confirmation discovery (.30); follow-up correspondence with J. Berman in regards to same (.20)	0.50
09/13/13 MPJ	Review plan confirmation scheduling order and draft outline of various requirements that are associated with serving non-party subpoenas in connection with Curtis' representation as conflicts counsel in the dispute regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo and noteholders Loomis and UBS are conflict parties (.90); meet with J. Berman to discuss the Plan confirmation discovery order and the requirements therein in light of the Debtors' intention to serve the individual Ad Hoc Group members with subpoenas relating to their trading of the Junior Secured Notes (.70)	1.60
09/13/13 DAB	Correspond with B. Kotliar and M. Jones re: plan discovery procedures and service of subpoenas and Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40)	0.40
09/13/13 HH	Correspond with B. Kotliar re: research on equitable subordination and facts relevant to same in connection with dispute with JSNs over lien value and purported entitlement to post-petition interests and in connection with Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties	0.60

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 7

(.60)

09/13/13 JCB	Review requirements for obtaining discovery from non-Participants in bankruptcy proceedings and review of draft document requests to JSNs requesting documents and communications re: trading history (1.00); meet with M. Jones re: implementing changes to JSN document requests in connection with same (.40); draft summary of scheduling order requirements in connection with same (.30); revise summary of procedural requirements re: same (.50); draft memorandum re: equitable subordination and vote designation by reviewing caselaw summaries and memorandum in sections circulated by J. Drew and H. Hiznay (3.70); review and revise same (1.60)	7.50
09/14/13 TF1	Draft correspondence and conference call with C. Kerr of Morrison & Foerster in regards to process for serving plan confirmation discovery on members of the Ad Hoc Group of JSNs, which includes conflict parties UBS, Davidson Kempner, and Silver Point as non-participants in Plan confirmation (.40)	0.40
09/15/13 TF1	Draft email to J. Berman with instructions on preparation of disclosure of non-participant discovery in connection with Plan confirmation (.20); review relevant provisions of scheduling order in connection with same (.10)	0.30
09/16/13 TF1	Confer with L. Kruger and G. Lee of Morrison & Foerster on taking discovery from members of the Ad Hoc Group, which includes conflict parties UBS, Davidson Kempner, and Silver Point (.20); draft email to Plan Proponents concerning process and proposal for taking such discovery in connection with same (.30); review and revise draft requests and search terms and cover letter transmitting same (2.30)	2.80
09/16/13 MPJ	Correspond with J. Berman, D. Bloom, and S. Ballard to determine procedure for preparing and serving proposed subpoenas on each individual Ad Hoc Group member regarding the trading of the Junior Secured Notes as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); update individual subpoenas to incorporate T. Foudy's comments to finalize same for distribution and service (1.30); meet with J. Berman and S. Ballard to discuss same (.50)	3.60
09/16/13 DAB	Review and circulate various Notices of Intent to take discovery in connection with Confirmation filed in connection with the Court's Plan Discovery Order (.60); circulate same to S. Reisman, T. Foudy, and M. Moscato (.30); extensive review of email list created from same in connection with transmittal of proposed subpoenas to Ad Hoc Group members noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	2.50

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 8

	conflict parties (.80); correspond with J. Berman and M. Jones re: same (.50); further review of same per J. Berman request (.30)	
09/16/13 SB	Meet with J. Berman and M. Jones re: preparation of proposed discovery requests and search terms to be served upon JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); prepare and revise drafts of proposed discovery requests and search terms for each of 15 Ad Hoc Group members to be served per request of J. Berman (4.00); prepare set of draft discovery requests and search terms for S. Reisman (.50)	5.00
09/16/13 HH	Confer with J. Berman re: draft memo re: equitable subordination and vote designation in connection with the JSN adversary proceeding and Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); begin revising memo re: same per comments of J. Berman (2.20)	2.40
09/16/13 JCB	Update revised service list for notice of intent to serve discovery in connection with Plan confirmation pursuant to the Court's Plan discovery protocol order (1.70); revise and finalize proposed document requests and search terms for members of Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties consistent with comments from Morrison & Foerster lawyers and T. Foudy, including review of hard copies of final versions of documents (2.50); prepare documents for service (.40); draft email accompanying service of same (.30); discussions with M. Jones and S. Ballard re: preparing for service and finalizing documents (.50); correspond with D. Bloom re: same (.60); correspondence with T. Foudy and Morrison & Foerster lawyers re: service of proposed requests and search terms (.50); discussion with H. Hiznay re: revising memorandum re: equitable subordination and vote designation (.20)	6.70
09/17/13 MPJ	Review Notices of Intent to take discovery in connection with Confirmation received by the Debtors on September 16, 2013 and prepare chart recording email addresses of all participants in the plan confirmation discovery procedures for future service on same (.30); confer with J. Berman and D. Bloom re: same (.30)	0.60
09/17/13 DAB	Confer with M. Jones and J. Berman re: service parties for plan discovery in connection with same (.30); review additional notices of intent to participate in plan discovery (.30); follow-up correspondence with J. Berman re: same (.20)	0.80
09/17/13 HH	Continue to revise memo re: equitable subordination and vote designation in connection with JSN adversary proceeding and Plan confirmation as noteholders	3.50

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 9

	Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.40); draft further revisions to memo per comments of J. Berman (.80); review transcripts in connection with same (.30)	
09/17/13 JCB	Confer with D. Bloom and M. Jones re: service list for plan confirmation discovery (.30); review and revise draft of memorandum re: equitable subordination and vote designation (1.20)	1.50
09/18/13 SJR	Attend to issues regarding discovery of certain members of the Ad Hoc Group of JSNs, which includes conflict parties UBS, Davidson Kempner, and Silver Point, in connection with Plan confirmation and ongoing JSN litigation (1.30)	1.30
09/18/13 TF1	Meet with M. Jones and M. Moscato to discuss preparation of document requests to Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); emails with Morrison & Foerster in regards to same (.20); participate in conference call with A. Lawrence and C. Kerr of Morrison & Foerster, and L. Kruger, J. Berman, and M. Jones to discuss phase 2 of adversary proceeding and discovery needed in connection therewith (1.20); confer with M. Jones on timing and next steps with regards to service of discovery on members of Ad Hoc Group (.20)	1.90
09/18/13 MJM	Meet with T. Foudy and M. Jones re: Plan confirmation discovery issues including document requests (.30)	0.30
09/18/13 MPJ	Meet with T. Foudy and M. Moscato to discuss drafting document and Rule 30(b)(6) deposition requests of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and UMB Bank in connection with plan confirmation discovery and Phase II of the JSN adversary proceeding (.30); review memorandum circulated by Kramer Levin discussing plan confirmation strategy (.50); participate in call with T. Foudy, J. Berman, and A. Lawrence and C. Kerr of Morrison & Foerster regarding confirmation discovery process and issues to be addressed in document requests to the JSNs and UMB Bank (1.20); draft document requests addressed to the Ad Hoc Group relating to plan confirmation issues such as (a) the allocation of the Ally Contribution, (b) the JSNs' liens on intercompany claims, and (c) the JSNs requests to subordinate the claims of RMBS trusts (2.80); follow-correspondence with T. Foudy and E. Tobin re: same (.20)	5.00
09/18/13 DAB	Review and circulate plan discovery confirmation list to S. Reisman, T. Foudy, M. Moscato, E. Tobin and J. Berman in connection with JSN litigation and Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20);	0.50

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 10

	correspond with S. Ballard and M. Jones re: same (.30)	
09/18/13 ET	Correspond with M. Jones re: discovery requests re: issues related to Phase II of the JSN adversary proceeding and Plan confirmation as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20)	0.20
09/18/13 JCB	Attend to correspondence with M. Jones re: drafting discovery requests to Ad Hoc Group as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review of draft requests prepared by M. Jones (.70); conference call with T. Foudy, A. Lawrence and C. Kerr of Morrison & Foerster, and M. Jones re: Plan confirmation discovery (1.20); review deadlines for serving discovery in connection with Plan confirmation discovery (.20)	2.40
09/19/13 JD3	Attend to correspondence re: memo re: vote designation and equitable subordination of the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20)	0.20
09/19/13 MPJ	Draft 30(b)(6) requests addressed to the Ad Hoc Group relating to Phase II issues in the JSN Adversary Proceeding on Plan confirmation as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); correspond with J. Berman and J. Weber regarding draft document requests and 30(b)(6) topics addressed to the Junior Secured Noteholders (1.00); update document requests addressed to the Ad Hoc Group relating to Plan confirmation (1.20); exchange emails with T. Foudy regarding the composition of the Ad Hoc Group at the beginning of the plan and its present composition (.30)	3.10
09/19/13 JTW	Confer with J. Berman re: issues re: parties that filed notice of intent to participate in Plan discovery (.20); assist M. Jones to include provisions in the Document Requests to the Ad Hoc Group of JSNs which includes conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point in connection with Plan Confirmation discovery relating to the Phase II issues re: Intercompany Balances (.20)	0.40
09/19/13 JCB	Draft email to conflict party Wells Fargo re: agreement to abide by confidentiality order consistent with Plan confirmation discovery procedures (.40); correspond with M. Jones re: service of subpoenas upon members of Ad Hoc Group which includes conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.30); review and finalize draft of document requests and 30(b)(6) notice to Ad Hoc Group in connection with plan confirmation (1.10); confer with J. Weber re: issues related to same (.20)	2.00

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 11

09/20/13	TF1	Review proposed discovery to Ad Hoc Group members, which includes conflict parties UBS, Davidson Kempner, and Silver Point (.70); call with K. Eckstein of Kramer Levin regarding same (.40); call with J. Marines of Morrison & Foerster regarding same (.30); meet with M. Jones and J. Berman regarding same (.50); call with L. Kruger and G. Lee of Morrison & Foerster on same (.30); work on draft discovery requests (.60)	2.80
09/20/13	JD3	Meet with H. Hiznay and J. Berman re: memo re: vote designation and equitable subordination of the JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, and re: possible vacating of mediation and trading order (.50)	0.50
09/20/13	MPJ	Update document requests and 30(b)(6) topics addressed to the Ad Hoc Group to incorporate M. Moscato's comments as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); meet with T. Foudy and J. Berman to discuss current strategy for serving individual Ad Hoc Group members with subpoenas regarding their trading history and previous support of the pre-petition plan support agreement (.50); update document requests and 30(b)(6) topics addressed to the Ad Hoc Group to incorporate T. Foudy's comments given at previous meeting, specifically with respect to treatment of Intercompany Balances under Plan and effect on the JSNs' recovery (.90); update document requests and subpoenas in light of Morrison & Foerster's comments (.70)	3.30
09/20/13	HH	Meet with J. Berman and J. Drew to discuss next steps on memo re: equitable subordination and vote designation of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); conduct preliminary follow-up research re: same (.50)	1.00
09/20/13	JCB	Review of proposed Ad Hoc Group document requests and revised subpoena schedules to members of Ad Hoc Group and revisions thereto as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); meet with T. Foudy and M. Jones to discuss same (.50); review of revised memorandum re: vote designation and equitable subordination (1.80); meet with J. Drew and H. Hiznay to discuss finalizing memorandum (.50)	3.90
09/23/13	TF1	Review first draft of document requests to Ad Hoc Group, which includes conflict parties UBS, Davidson Kempner, and Silver Point (.50); meet with M. Jones to discuss same (.30); review and revise and circulate to L. Kruger and Morrison & Foerster revised draft of document requests to Ad Hoc Group (1.10); emails	2.70

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 12

with L. Kruger and Morrison & Foerster in regards to document requests to Ad Hoc Group members requested by FGIC (.20); correspond with M. Jones and J. Berman regarding revising requests to Ad Hoc Group members (.30); call with K. Eckstein of Kramer Levin regarding same (.30)

09/23/13 MPJ	Meet with T. Foudy to discuss current strategy surrounding service of (a) document requests on the Ad Hoc Group, which includes noteholders Loomis, UBS, Davidson Kempner, and Silver Point, UMB Bank and (b) subpoenas on the individual members of the Ad Hoc Group (.30); update current draft of document requests to the Ad Hoc Group to incorporate the comments of T. Foudy, Morrison & Foerster, and Jones Day (as a member of the Creditors Committee) (3.40); exchange emails with T. Foudy regarding document requests to be served on the Ad Hoc Group, with a focus on (a) each of the intercompany balances, (b) the Phase II trial, and (c) the Disclosure Statement (1.00)	4.70
09/23/13 HH	Revise memo re: equitable subordination and vote designation per meeting with J. Berman last week in connection with JSN adversary proceeding and Plan confirmation as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); conduct follow-up research re: same (.80); correspond with J. Drew and B. Kotliar re: same (.20)	2.80
09/24/13 TF1	Draft correspondence to Morrison & Foerster on comments to document requests to the Ad Hoc Group, which includes conflict parties UBS, Davidson Kempner, and Silverpoint (.70); emails to M. Jones and J. Berman in connection with same (.50); edit requests to conform to comments (.50)	1.70
09/24/13 MPJ	Review initial witness lists served by the Ad Hoc Group, Wells Fargo, and other participants in the plan confirmation discovery process (.50); update subpoena addressed to Aurelius to incorporate comments from T. Foudy and Morrison & Foerster in connection with the JSN adversary proceeding and Plan confirmation (1.10); correspond with J. Berman and D. Bloom regarding (a) the status of the document requests addressed to the Ad Hoc Group as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and (b) the Expert Witness reports (.90); update document requests addressed to the Ad Hoc Group to incorporate comments of J. Berman and Morrison & Foerster, particularly regarding the document requests' scope (1.30)	3.80
09/24/13 BMK	Review and revise fact section, legal analysis, and legal research section of memorandum prepared by H. Hiznay and J. Drew re: equitable remedies available in connection with the JSNs claims through their conduct	1.20

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 13

in the Chapter 11 cases as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); follow-up conference with H. Hiznay re: same (.30)

09/24/13 HH	Confer with B. Kotliar re: comments to memo re: equitable subordination and vote designation of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); draft revisions in connection with same (.60); correspondence with J. Drew re: same (.10)	1.00
09/24/13 JCB	Correspond with M. Jones re: Phase II and confirmation discovery requests in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); revise same in light of same (.40)	0.80
09/25/13 TF1	Call with G. Uzzi of Milbank in connection with potential confirmation-related subpoenas on Ad Hoc Group members, which includes conflict parties UBS, Davidson Kempner, and Silver Point (.60); correspond with S. Reisman on same (.20); confer with G. Lee of Morrison & Foerster and L. Kruger on same (.50); instruct M. Jones on changes to make to discovery requests in light of same (.30); call with C. Kerr and A. Lawrence of Morrison & Foerster on suggestions regarding discovery requests to Ad Hoc Group (.30); revise drafts of subpoenas in light of comments and conversations throughout day (1.60)	3.50
09/25/13 JD3	Review and revise vote designation insert for memo regarding equitable remedies against the Ad Hoc Group of JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); correspondence with H. Hiznay and J. Berman re: same (.20)	1.20
09/25/13 MPJ	Exchange emails with T. Foudy and J. Berman regarding the Scheduling Order's rules regarding depositions (.40); draft Rule 30(b)(6) deposition notices addressed to the Ad Hoc Group, Aurelius Capital Management LP, and Alliance Bernstein LP relating to Plan Confirmation discovery (1.90); update subpoena to Aurelius Capital Management to focus on documents relating to the Pre-Petition Plan Support Agreement, the RMBS Settlement, Aurelius' letter to other Ad Hoc Group Members in June 2012, and the disqualification motion (1.00); update subpoena to Alliance Bernstein LP to focus on documents relating to the Pre-Petition Plan Support Agreement, the RMBS Settlement, and the disqualification motion (.50); update document requests addressed to the Ad Hoc Group as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties to incorporate	4.30

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 14

	comments of T. Foudy and Morrison & Foerster (.50)	
09/25/13 HH	Correspondence with J. Drew and J. Berman re: memo analyzing equitable subordination and vote designation remedies against the JSNs as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20)	0.20
09/25/13 JCB	Conference call with Debtors' and Committee's counsel to discuss Phase II and plan confirmation discovery in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review memorandum re: vote designation and equitable subordination and correspond with H. Hiznay and J. Drew regarding same (1.80)	2.30
09/26/13 TF1	Correspondence with G. Uzzi of Milbank, G. Lee of Morrison & Foerster, L. Kruger, M. Moscato, J. Berman and M. Jones on content of subpoenas to Ad Hoc Group members, which includes conflict parties UBS, Davidson Kempner, and Silver Point (1.40); related follow-up correspondence with same re: service issues related to same (.40)	1.80
09/26/13 MJM	Correspond with J. Berman and M. Jones re: subpoenas to individual JSNs (.40); teleconference with T. Foudy, G. Lee, L. Kruger, and J. Berman re: subpoenas to individual JSNs (.30)	0.70
09/26/13 MPJ	Review scheduling order and draft email to J. Berman regarding all plan confirmation discovery deadlines (.40); correspond with M. Moscato and J. Berman re: same (.20); prepare subpoenas for service to Aurelius, Alliance Bernstein, Davidson Kempner, Halcyon, Hudson Bay, Intermarket, KS Management, Loomis, Marathon, Pentwater, Silver Point Capital, UBS Venor Capital, York Capital based on most recently circulated versions of said subpoenas (2.30); update subpoenas addressed to each of the above referenced entities (except Aurelius and Loomis) to revise trading information requests (1.90); correspond with T. Foudy, J. Berman, and J. Clyne regarding plans for serving above referenced subpoenas (.80); participate in call with T. Foudy, M. Moscato, G. Lee of Morrison & Foerster, L. Kruger, and J. Berman re: limiting scope of subpoenas to certain Ad Hoc Group members (.30); participate in call with T. Foudy and J. Berman regarding service on the Ad Hoc Steering Committee (.30); finalize subpoenas to be served on Aurelius, Davidson Kempner, Loomis, Marathon, Pentwater, Silver Point Capital, and York Capital (1.20)	7.40
09/26/13 SB	Prepare sets of third party document production subpoenas to be served on the Ad Hoc Group as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and send same to	1.80

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 15

	process server per J. Berman (1.80)	
09/26/13 JCB	Attend to extensive correspondence with T. Foudy, M. Moscato, and M. Jones re: finalizing document requests to members of Ad Hoc Group as noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); review and finalize memorandum re: vote designation and equitable subordination in connection with JSNs' conduct in bankruptcy proceedings (3.00); follow-up correspondence with S. Ballard and T. Foudy re: service on members of Ad Hoc Group of document requests in connection with plan confirmation proceedings (.40)	4.10
09/27/13 TF1	Exchange correspondence with J. Berman regarding service of subpoenas on individual members of Ad Hoc Group, which includes conflict parties UBS, Davidson Kempner, and Silver Point (.80); call with R. Feinstein of Pachulski concerning same (.30)	1.10
09/27/13 SB	Prepare and serve Notice of subpoenas per request of J. Berman to the Ad Hoc Group which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point (.40)	0.40
09/27/13 JCB	Oversee service of process of confirmation-related document requests to JSNs, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point, including coordination with process service company (.50)	0.50
09/28/13 JCB	Review draft Phase II document requests to Ad Hoc Group, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point, UMB, and Wells Fargo, a conflict party (.70)	0.70
09/29/13 TF1	Review and revise draft document requests to conflict party Wells Fargo, UMB, and the Ad Hoc Group, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point (1.30)	1.30
09/29/13 MPJ	Update document requests addressed to the Ad Hoc Group, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point, UMB Bank, and conflict party Wells Fargo to incorporate T. Foudy's comments regarding requests relating to the Plan confirmation in connection with the JSN adversary proceeding (.40)	0.40
09/30/13 TF1	Exchange correspondence regarding finalization and service of document requests in connection with Phase II/plan confirmation on conflict party Wells Fargo, UMB, and certain members of the Ad Hoc Group, which includes conflict parties UBS, Davidson Kempner, and Silverpoint (.80); call with C. Kerr of Morrison & Foerster in regards to same (.10); emails with J. Marines of Morrison & Foerster regarding conflict party	1.00

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 16

Wells Fargo intentions vis-a-vis objecting to
confirmation (.10)

09/30/13	MPJ	Finalize and serve document requests relating to Plan confirmation on UMB Bank, the Ad Hoc Group of Junior Secured Noteholders, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point, and conflict party Wells Fargo (1.00)	1.00
09/30/13	SB	Prepare draft service emails for document production requests to the JSNs, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point, UMB Bank, and conflict party Wells Fargo per request of J. Berman (.30)	0.30
09/30/13	JCB	Review and finalize Phase II and confirmation document requests to Ad Hoc Group, which includes conflict parties Loomis, UBS, Davidson Kempner, and Silver Point, UMB, and conflict party Wells Fargo (1.60); correspondence with M. Jones and S. Ballard re: same (.70)	2.30
TOTAL HOURS			190.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	4.50	830	3,735.00
Michael J. Moscato	Partner	1.00	785	785.00
Theresa A. Foudy	Partner	29.90	730	21,827.00
Maryann Gallagher	Counsel	0.30	625	187.50
Ellen Tobin	Associate	0.20	600	120.00
Jeffrey C. Berman	Associate	46.20	600	27,720.00
James V. Drew	Associate	10.10	590	5,959.00
Daniel A. Bloom	Associate	4.40	480	2,112.00
Heather Hiznay	Associate	28.90	345	9,970.50
Michael P. Jones	Associate	43.00	305	13,115.00
Bryan M. Kotliar	Associate	13.90	305	4,239.50
John Thomas Weber	Associate	0.40	305	122.00
Samuel Ballard	Legal Assistant	7.50	200	1,500.00
		190.30		\$91,392.50

TOTAL SERVICES

\$91,392.50

December 18, 2013
Inv # 1595288
Our Ref # 062108-000500

Page 17

TOTAL THIS INVOICE

\$91,392.50



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

December 17, 2013

Inv. # 1595289
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

09/03/13	SJR	Attend to efforts to resolve issues regarding U.S. Trustees' Objection to Third Interim Fee Application (.60); correspondence with M. Gallagher re: same (.20)	0.80
09/05/13	MG8	Review correspondence from M. Driscoll of the US Trustee's office regarding resolution of US Trustee objection to Curtis Third Interim Fee Application (.20); follow up with E. Richards of Morrison & Foerster and A. Kernan of Judge Glenn's chambers regarding the same (.20)	0.40
09/09/13	MG8	Review and revise cover memorandum and narrative description for work performed by Curtis during May 2013 and follow up with B. Kotliar regarding the same (.40); organize materials related to Curtis' Third Interim Fee Application and correspondence with US Trustee in preparation for hearing on Third Interim Fee Applications (.40)	0.80
09/10/13	MG8	Review and revise script for hearing on Third Interim Fee Applications and impact of Curtis' agreed upon reduction to resolve objection of US Trustee (.80); review chart circulated by E. Richards of Morrison & Foerster outlining Fee Applications, US Trustee proposed reductions and proposed resolutions with respect to the same to confirm accuracy of Curtis agreement with US Trustee (.20); review Curtis' Third Interim Fee Application and correspondence with US Trustee with respect to resolution of US Trustee objection to Curtis Third Interim Application (.50)	1.50
09/11/13	MG8	Prepare for hearing on Third Interim Fee Applications, including review and revision of updated script and email correspondence with US Trustee regarding US Trustee objection and resolution (.40); attend hearing on Third Interim Fee Applications (1.20)	1.60
09/18/13	MG8	Review correspondence from P. Buenger regarding review of proposed order for Third Interim Fee Applications and follow-up with E. Richards of Morrison & Foerster regarding Curtis comments and sign off with respect to same (.30)	0.30

December 17, 2013
Inv # 1595289
Our Ref # 062108-000700

Page 2

09/18/13	PJB2	Correspondence with D. Bloom and M. Gallagher re: review of draft order and schedules regarding approval of third interim fee application (.20); review same and as compared to filed Curtis' Third Interim Fee application and write-off to resolve objection to same by U.S. Trustee (.30); follow-up with M. Gallagher re: same (.10)	0.60
09/19/13	SJR	Review Supplemental Declaration in connection with Curtis' retention as required by Professional Retention Order (.60)	0.60
09/19/13	MG8	Prepare supplemental declaration of S. Reisman in connection with Curtis' retention as required by Professional Retention Order in order to disclose Curtis representation of independent director J. Mack in a litigation unrelated to Residential Capital where he was named as a defendant in his capacity as a director and officer in connection with losses with respect to securities of an entity not related to Residential Capital, including brief review of underlying complaint (1.10); review and revise narratives for cover memorandum to June fee statement so that they can be easily inserted into applicable Interim Fee Application in order to comply with Guidelines and applicable standing orders (.80); attend to correspondence with S. Reisman regarding preparation of supplemental disclosure in connection with J. Mack representation in litigation unrelated to ResCap Chapter 11 cases and related follow-up with J. Pizzuro re: same (.30); numerous communications with G. Faust and billing regarding payment from ResCap in order to determine applicable invoices for application (.60)	2.80
09/23/13	MG8	Review and revise Supplemental Declaration of S. Reisman disclosing Curtis representation of J. Mack in matter unrelated to ResCap and correspond with M. Cohen regarding same (.30)	0.30
09/23/13	MAC	Review and revise Supplemental Declaration of Steven J. Reisman as required by Professional Retention Order (.50)	0.50
09/25/13	MG8	Review order authorizing Third Interim Fee Applications and related follow-up with respect to Curtis approved amounts per order (.10)	0.10
09/26/13	MG8	Finalize S. Reisman supplemental declaration in support of Curtis Retention Order as required by Professional Retention Order and arrange for filing and service of the same by KCC (.50)	0.50
09/26/13	JTW	Review and prepare second supplemental declaration of S. Reisman for filing and coordinate service re: same (.50)	0.50

December 17, 2013
Inv # 1595289
Our Ref # 062108-000700

Page 3

09/27/13	JTW	Prepare correspondence and coordinate service of courtesy chambers copy re: Supplemental Declaration of S. Reisman filed with the Bankruptcy Court on September 26, 2013 (.20)	0.20
09/30/13	NG2	Per request of B. Kotliar and M. Gallagher, draft chambers copies of filed document, "Second Supplemental Declaration of Steven J. Reisman on Behalf of Curtis, Mallet-Prevost, Colt & Mosle LLP, Pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure [D.E. 5213]," and coordinate creation of searchable disc to send to Judge Glenn (2.00)	2.00

TOTAL HOURS	13.50
-------------	-------

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	1.40	830	1,162.00
Michael Ari Cohen	Partner	0.50	730	365.00
Maryann Gallagher	Counsel	8.30	625	5,187.50
Peter Josef Buenger	Associate	0.60	425	255.00
John Thomas Weber	Associate	0.70	305	213.50
Noah Gardy	Legal Assistant	2.00	235	470.00
		13.50		\$7,653.00

TOTAL SERVICES	\$7,653.00
----------------	------------

Summary of Expenses

Courier Expense	15.18
External Photocopy Services	141.40

TOTAL EXPENSES	\$156.58
----------------	----------

TOTAL THIS INVOICE	<u>\$7,809.58</u>
--------------------	-------------------

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW**101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

January 16, 2014

Inv. # 1598213
 Our Ref. 062108-000100
 SJR

Attention: Residential Capital, LLC

Re: Case Administration

10/02/13	MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.40
10/02/13	DAB	Summarize agenda items on for October 2 omnibus hearing per T. Foudy request (.20)	0.20
10/07/13	MG8	Attend to review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel, including materials for omnibus hearing, and responses in connection with numerous claims objections (.50)	0.50
10/07/13	DAB	Review and summarize omnibus hearing agenda and circulate to S. Reisman and M. Gallagher (.20)	0.20
10/08/13	MG8	Attend to review of docket activity in advance of omnibus hearing in connection with Curtis' role as Debtors' conflicts counse, including review of numerous notices of adjournment and the Committee' statement on Debtors' request to alter compensation of L. Kruger (.50)	0.50
10/08/13	DAB	Review and summarize Committee's statement in support of the Debtors' Motion to Amend the Kruger Engagement Letter (.30)	0.30
10/24/13	MG8	Review heavy docket activity to determine impact on matters handled by Curtis as conflicts counsel (.40)	0.40
10/24/13	FRG	Circulate various calendar entries re: omnibus claims objections hearings and deadlines re: upcoming Fourth Interim Fee Application (.50)	0.50
10/31/13	MG8	Review recent docket activity in Residential Capital cases in connection with Curtis' role as Debtors' conflicts counsel (.50)	0.50
TOTAL HOURS			3.50

January 16, 2014
Inv # 1598213
Our Ref # 062108-000100

Page 2

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	2.30	625	1,437.50
Daniel A. Bloom	Associate	0.70	480	336.00
Franklin R. Guenther	Legal Assistant	0.50	235	117.50
		3.50		\$1,891.00

TOTAL SERVICES **\$1,891.00**

Summary of Expenses

Courier Expense	19.50
Pacer - ECF	19.50

TOTAL EXPENSES **\$39.00**

TOTAL THIS INVOICE **\$1,930.00**



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 16, 2014

Inv. # 1596166
Our Ref. 062108-000320
SJR

Attention: Residential Capital, LLC

Re: Claims Administration and Objections

10/02/13 MG8	Telephone conference with B. Roll of Shearman & Sterling regarding Residential Capital London-based accounts at conflict party Citibank and related issues (.30)	0.30
10/07/13 TF1	Correspond with J. Walsh re: (i) status of dispute with conflict party Citibank over held funds, (ii) claims resolution process with conflict party PNC Mortgage, and (iii) dispute with conflict party PNC Bank in regards to bar order (.30)	0.30
10/07/13 MG8	Prepare for hearing on 33rd Omnibus Claims Objection involving claims of various conflict parties such as the Fortress Entities (.60); review and revise correspondence to Chambers transmitting proposed Order for 33rd Omnibus Claims Objection and related follow-up correspondence with N. Gardy re: same (.30)	0.90
10/07/13 BMK	Correspondence with M. Gallagher re: submission of proposed order and other supporting documents to chambers in connection with the Debtors' Thirty-Third Omnibus Claims Objection (.10); follow up correspondence with N. Gardy re: same and preparation of materials re: same (.20)	0.30
10/07/13 NG2	Produce and edit documents for Chambers copies to send to the Honorable Martin Glenn in connection with ResCap Thirty-Third Omnibus Hearing, per request of M. Gallagher (1.00); produce and edit documents for Chambers copies to send to the Honorable Martin Glenn in connection with Thirty-Third Omnibus Claims Objection, per request of M. Gallagher (1.00); compile various materials in connection with same, per request of M. Gallagher and B. Kotliar (2.00)	4.00
10/08/13 SJR	Review proposed Order in connection with Thirty-Third Omnibus Objection to Claims and review documentation related to same (.80)	0.80
10/08/13 MG8	Prepare proposed order for Debtors' Thirty-Third Omnibus Claims Objection where Fortress is a conflict party and follow-up correspondence with N. Gardy	2.30

January 16, 2014
Inv # 1596166
Our Ref # 062108-000320

Page 2

regarding same (.50); review and revise transmittal letter to chambers with respect to proposed order for Debtors' Thirty-Third Omnibus Claims Objection (.30); review disk for proposed order for Debtors' Thirty-Third Omnibus Claims Objection and follow-up with N. Gardy re: related issues (.20); review materials with respect to proposed order for Debtors' Thirty-Third Omnibus Claims Objection (.20); prepare draft script for the hearing on the Thirty-Third Omnibus Claims Objection (1.10)

10/09/13 MG8	Prepare for Omnibus Hearing and argument on Debtors' Thirty-Third Omnibus Claims Objection (Facially Defective and Time-Barred Securities Claims) as the claims at issue in the objection were filed by Fortress entities who are conflict parties (.60); attend Omnibus Hearing addressing numerous claims objections and argue Debtors' Thirty-Third Omnibus Claims Objection (Facially Defective and Time-Barred Securities Claims) (4.20); confer with D. Horst of Residential Capital regarding claims of conflict party PNC Mortgage and upcoming call with C. Laubauch of same (.10)	4.90
10/14/13 MG8	Confer with M. Cohen regarding Omnibus Claim Objections, including response deadline with respect to Omnibus Claim Objections involving conflict parties such as Oracle America and CitiMortgage (.20); attend to correspondence with N. Rosenbaum of Morrison & Foerster, as well as J. Walsh and M. Cohen regarding potential objections to proofs of claim asserting representation and warranty claims, including those of conflict parties PNC Mortgage and CIBC (.20)	0.40
10/14/13 MAC	Review proofs of claim in connection with potential objections to representation and warranty claims of conflict parties based on contractual arguments and section 502(e) of the Bankruptcy Code (1.70); confer with M. Gallagher re: Omnibus Claims Objection with respect to conflict parties Oracle America and Citi Mortgage (.20)	1.90
10/16/13 MG8	Telephone conference with N. Rosenbaum of Morrison & Foerster regarding potential upcoming omnibus claim objection to be prepared by Curtis for certain claims asserting breach of representations and warranties and related contingent damages for "put-back" obligations, including for claims filed by conflict parties, DLJ, UBS, Everbank, CIBM and PNC Mortgage (.30); review proofs of claim filed by conflict party CIBM, Everbank, DJL and UBS in follow-up (.80); review docket to determine whether any conflict parties listed on 43rd and 47th Omnibus Claims Objections had filed any responses to the those claims Objections (.30); attend to correspondence from J. Shulman, counsel to conflict party Wells Fargo in Susilo litigation, regarding Wells	1.60

January 16, 2014
Inv # 1596166
Our Ref # 062108-000320

Page 3

Fargo claim for equitable indemnity and forward same to V. Tsoong, ETS's counsel in the Susilo litigation (.20)

10/17/13 MG8	Telephone conference with J. Shulman, counsel to Wells Fargo in Susilo litigation in federal court in California, regarding outcome of trial and Wells Fargo's alleged claims for equitable indemnity by ETS (.30); review proof of claim filed by Wells Fargo in connection with Susilo litigation (.30); review further correspondence from J. Shulman and attached decision from Judge Snyder in the wrongful foreclosure litigation commenced by Susilo against Wells Fargo and ETS (30); follow-up correspondence with N. Rosenbaum and J. Wishnew of Morrison & Foerster regarding appropriate contact at Company to discuss Wells Fargo claim related to Susilo litigation (.20); telephone conference with Chambers regarding Order Sustaining Debtors' Thirty-Third Omnibus Claims Objection, involving certain claims filed by Fortress entities (.20); follow-up correspondence with Law Clerk N. Asher regarding same (.40)	1.70
10/21/13 MG8	Begin preparation of draft documents for omnibus objection for certain miscellaneous representation and warranty claims for lack of information and failure to match Debtors' books and records, including claims of conflict parties PNC Mortgage, Everank, UBS, and CIBM amongst others (.70)	0.70
10/22/13 MG8	Attend to correspondence with D. Horst of ResCap regarding unresolved representation and warranty claims, including those of conflict parties PNC Mortgage, UBS, DLJ, CitiMortgage, Everbank, and CIBM and scheduling conference with Residential Capital, FTI, and N. Rosenbaum of Morrison & Foerster re: same (.30); review spreadsheet sent by D. Horst listing and categorizing unresolved representation and warranty claims of conflict parties (.90); review correspondence with P. Grande of Residential Capital regarding frozen accounts due to default interest issue with conflict party Citibank (.10); conference call with W. Roll, counsel to Citibank, to discuss same (.40); follow-up correspondence with J. Walsh and P. Grande regarding the same (.20); further drafting of papers for omnibus objection to certain representation and warranty claims due to insufficient documentation or books and records (1.70)	3.60
10/23/13 MG8	Review briefly proofs of claim listed in spreadsheet provided by D. Horst of Residential Capital in preparation for conference call on remaining representation and warranty claims of conflict parties (.60); participate in claims call with L. Delehey, D. Horst and C. Laubach of Residential Capital, N. Rosenbaum and E. Richards of Morrison & Foerster, as well as M. Talarico of FTI to review claims and discuss actions	2.30

January 16, 2014
Inv # 1596166
Our Ref # 062108-000320

Page 4

with respect to these claims (1.20); discuss with M. Cohen potential applicability of section 502(e) of the Bankruptcy Code to contingent indemnity claims of DLJ and others related to security purchases (.20); correspond with P. Buenger regarding research under section 502(e) to determine if contingent indemnity claims asserted by DLJ, among others, can be disallowed (.30)

10/23/13 MAC	Attend to correspondence with Morrison & Foerster re: representation and warranty claims of conflict parties and objection strategy in connection with same (.80); review background information and documentation in connection with representation and warranty claims discussed on the call (1.60); conduct research in connection with ability to object to representation and warranty claims (1.20); discuss with M. Gallagher research results as related to claims of conflict parties (.20)	3.80
10/23/13 PJB2	Attend to correspondence with M. Gallagher re: research on section 502(e)(1)(B) of the Bankruptcy Code and whether the Debtors can be considered co-liable with conflict party PNC Bank in order to have such creditor's claims disallowed (.30)	0.30
10/23/13 NG2	Assist in preparing materials regarding Proofs of Claim of Certain Creditors, including DLJ, Eurobank, UBS, CitiMortgage, and CIBM per request of M. Gallagher (.30)	0.30
10/24/13 JJW	Conference with M. Gallagher re: conflict party Citibank claim for default interest (.40) review and respond to email correspondence with P. Grande of Residential Capital re: Citibank issues (.30); conference with Citibank counsel re bank accounts at issue (.40)	1.10
10/24/13 MG8	Participate in conference call with D. Horst, L. Delehey, C. Laubach of Residential Capital, M. Talarico of FTI, and M. Cohen regarding certain outstanding claims seeking indemnification, including claims of UBS and DLJ, and potential offer for conflict party PNC Mortgage (1.10); follow-up correspondence with C. Laubach regarding same (.10); telephone conference with C. Laubach to review terms of potential offer for PNC Mortgage claims and rationale for the same (.40); attend to follow-up correspondence with C. Laubach regarding same and related follow-up with M. Cohen (.20); correspond with N. Rosenbaum of Morrison & Foerster regarding upcoming Omnibus Claims Objections (.10); review research from P. Buenger on sections 502(e)(1)(B) and 510(b) of the Bankruptcy Code for certain contingent claims for indemnification by conflicts parties (.20); follow-up conference with same regarding same (.30); review research memo on when statute of limitations runs in NY for claims for	2.70

breaches of representations and warranties with respect to mortgage purchase agreements and related follow-up correspondence with P. Buenger (.30)

10/24/13	MAC	Teleconference with D. Horst, L. Delehey, C. Laubach of Residential Capital, M. Talarico of FTI, and M. Cohen regarding certain outstanding claims seeking indemnification, including claims of UBS and DLJ (1.10); review analysis of conflict party, PNC claim, to develop strategy in connection with potential objections (.90); correspond with M. Gallagher re: claim issues (.20)	2.20
10/24/13	PJB2	Call with M. Gallagher re: sections 502(e)(1)(B) and 510(b) of the Bankruptcy Code research in connection with objection to conflict party PNC Bank's claims arising under potential indemnification claims against the Debtors (.30); correspondence with M. Cohen re: same (.10); conduct research re: second circuit case law re: same (3.80); draft summary of same and provide to M. Gallagher and M. Cohen (.50); research regarding subordination of claims arising from purchase or sale of securities under section 510(b) of the Bankruptcy Code (1.10); follow-up correspondence with M. Gallagher re: same (.20)	6.00
10/25/13	MG8	Review correspondence from J. Walsh regarding position of conflict party Citibank with respect to consolidation of Residential Capital London accounts (.20); follow-up correspondence with J. Walsh regarding same and need to reserve rights regarding dispute over default interest under Citibank MSR facility (.20); call P. Grande regarding discussions with Citibank regarding frozen Residential Capital London accounts (.10); attend to correspondence with A. Root, counsel to PNC Mortgage, regarding potential resolution of PNC Mortgage Plan objection and follow-up correspondence with T. Foudy regarding same (.10)	0.60
10/25/13	PJB2	Follow-up with M. Gallagher re: research on sections 502(e)(1)(B) and 510(b) of the Bankruptcy Code in connection with objection to claims by various conflict parties, including PNC Bank, which filed claims based on the sale of mortgages (.20); research re: section 510(b) of the Bankruptcy Code in connection with same, including applicability to securitized products and extent to which claims have been subordinated under same (4.60); correspondence with D. Bloom re: same (.30); draft email memorandum with analysis of same incorporating all previous research re: same (1.40); provide to M. Gallagher and M. Cohen for review (.20)	6.70
10/28/13	MG8	Review and revise memo re: statute of limitations for breach of representation and warranties under New York law for purposes of analyzing certain unresolved	2.30

January 16, 2014
Inv # 1596166
Our Ref # 062108-000320

Page 6

proofs of claims, including those of conflict parties PNC Mortgage, UBS and DLJ (.60); follow-up correspondence with M. Cohen regarding same (.20); draft email to D. Horst and L. Delehey regarding New York law on statute of limitations (.30); review materials sent by PNC Mortgage in support of its claim as well as materials sent by C. Laubach of Residential Capital in preparation for call with A. Root, counsel to PNC Bank (.40); telephone conference with A. Root, regarding Debtors current view on PNC Mortgage proofs of claim (.30); telephone conference with P. Grande regarding assignment to the Liquidating Trust certain conflict party Citibank Bank accounts, including London-based Residential Capital accounts that Citibank refuses to close due to dispute over whether Citibank is entitled to interest at the default rate under the MSR Facility (.30); follow-up correspondence with J. Walsh regarding same (.20)

10/30/13 MG8	Telephone conference with A. Root, counsel to conflict party PNC Mortgage regarding request for information to support Debtors' offer with respect to PNC Mortgage claim (.20); follow-up correspondence with C. Laubach and D. Horst of Residential Capital regarding the same (.30); correspond with L. Delehey regarding Wells Fargo inquiry regarding potential resolution to its claim against ETS in connection with Susilo litigation in which ETS was a co-defendant with Wells Fargo/Wachovia (.20)	0.70
10/31/13 MG8	Attend to correspondence with P. Grande of Residential Capital regarding Committee inquiry with respect to conflict party Citibank accounts being held up due to MSR default interest issue (.30); review related correspondence and documents and respond to correspondence from R. Feinstein of Pachulski, counsel to Committee, and T. Goren of Morrison & Foerster regarding amounts in dispute with Citibank over default interest and fees (.30)	0.60
TOTAL HOURS		53.30

January 16, 2014
Inv # 1596166
Our Ref # 062108-000320

Page 7

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	0.80	830	664.00
Jonathan J. Walsh	Partner	1.10	740	814.00
Theresa A. Foudy	Partner	0.30	730	219.00
Michael Ari Cohen	Partner	7.90	730	5,767.00
Maryann Gallagher	Counsel	25.60	625	16,000.00
Peter Josef Buenger	Associate	13.00	425	5,525.00
Bryan M. Kotliar	Associate	0.30	305	91.50
Noah Gardy	Legal Assistant	4.30	235	1,010.50
		53.30		\$30,091.00

TOTAL SERVICES **\$30,091.00**

Summary of Expenses

Courier Expense	28.95
External Photocopy Services	253.30

TOTAL EXPENSES **\$282.25**

TOTAL THIS INVOICE **\$30,373.25**

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 16, 2014

Inv. # 1596170
Our Ref. 062108-000340
SJR

Attention: Residential Capital, LLC

Re: JSN Doc Review

10/01/13 DAB	Review of Plan Proponents' discovery consulting firm (H5) September 27 delivery with attention to lien avoidance-related documents in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); correspond with J. Weber re: same (.40)	1.40
10/02/13 JTW	Review documents provided by Plan Proponents' discovery consulting firm (H5) on October 1, related to the Debtors' asset sales, the purchase price allocation and the negotiations surrounding the Nationstar and Ocwen APA in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20)	1.20
10/02/13 DAB	Extensive review of Plan Proponents' discovery consulting firm (H5) September 27, delivery related to collateral tracking and lien avoidance issues in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.50); correspond with J. Weber re: same (.50)	6.00
10/04/13 JTW	Continue and complete review of the documents provided by Plan Proponents' discovery consulting firm (H5) on October 1 related to the Debtors' asset sales, the purchase price allocation and the negotiations surrounding the Nationstar and Ocwen APA in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.70)	1.70
10/06/13 DAB	Extensive review of Plan Proponents' discovery consulting firm (H5) October 2 production, related to documents marked "Hot" for purpose of secondary review of same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and	3.50

January 16, 2014
Inv # 1596170
Our Ref # 062108-000340

Page 2

Silver Point are conflict parties (3.50)

10/07/13	DAB	Extensive further review of Plan Proponents' discovery consulting firm (H5) October 2 production, related to documents marked "Hot" for purpose of secondary review of same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.50); correspond with E. Tobin and J. Weber re: same (.20)	7.70
----------	-----	--	------

TOTAL HOURS	21.50
-------------	-------

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Daniel A. Bloom	Associate	18.60	480	8,928.00
John Thomas Weber	Associate	2.90	305	884.50
		21.50		\$9,812.50
TOTAL SERVICES				\$9,812.50
TOTAL THIS INVOICE				\$9,812.50

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 16, 2014

Inv. # 1596174
Our Ref. 062108-000400
SJR

Attention: Residential Capital, LLC

Re: General Litigation Matters

10/01/13	MG8	Telephone conference with E. Frejka of Kramer Levin regarding potential offer for conflict party PNC Bank in effort to resolve its limited objection to Kessler Class Settlement (.20); follow-up with J. Walsh regarding same (.10)	0.30
10/02/13	SJR	Review documentation and e-mails regarding PNC Bank limited objection and efforts to resolve same in connection with Kessler class settlement (.70)	0.70
10/02/13	MG8	Attend to correspondence with J. Walsh regarding discussions with conflict party PNC Bank in an effort to resolve limited objection to Kessler Class Settlement (.20); follow-up correspondence with J. Wishnew of Morrison & Foerster regarding statements made with respect to PNC Bank limited objection at September 11 hearing (.10); review September 11 hearing on PNC Bank claim objection for statements relevant to PNC Bank limited objection to Kessler Class Settlement (.30); attend to correspondence with V. Marriott of Ballard Spahr, and J. Walsh regarding PNC Bank limited objection to Kessler Class Settlement and efforts to resolve the same (.20)	0.80
10/09/13	JJW	Review motion in support of Kessler class settlement in connection with ongoing discussions with conflict party PNC Bank counsel re: judgment credit and bar order (.90); conference with M. Gallagher re: same (.20)	1.10
10/09/13	MG8	Confer with E. Frejka of Kramer Levin and N. Rosenbaum of Morrison & Foerster regarding potential resolution of conflict party PNC Bank limited objection to Kessler Settlement and related revisions to proposed Final Order (.20); follow-up conference with J. Walsh regarding same (.20)	0.40
10/10/13	MG8	Revise proposed final order for Kessler Class Action Settlement to address issues raised by conflict party PNC Bank with respect to judgment reduction and a bar order (.50); several follow-up correspondence with J. Walsh with respect to the same and strategy with respect to timing of filing the proposed order (.30)	0.80

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 2

10/11/13 JJW	Conference with E. Frejka of Kramer Levin and M. Gallagher re: Kessler Settlement and proposed Final Order approving Settlement (.40); draft revised judgment credit language for Final Order (.40); review research on judgment credits and bar orders (1.00); correspondence with A. Anon re: same (.30); telephone conference with M. Gallagher regarding revisions to final order for Kessler Class Settlement (.20); attend to follow-up correspondence with E. Frejka of Kramer Levin, M. Gallagher, and N. Rosenbaum of Morrison & Foerster with respect to the same (.20)	2.50
10/11/13 MG8	Telephone conference with J. Walsh regarding revisions to final order for Kessler Class Settlement and follow-up correspondence with E. Frejka of Kramer Levin regarding same (.40); conference call with J. Walsh, V. Marriott of Ballard Spahr, and S. Schindler-Williams, counsel to PNC Bank, regarding Debtors' offer with respect to conflict party PNC Bank's counter-offer to the Debtors' offer with respect to the bar order and judgment reduction provisions (.30); attend to follow-up correspondence with E. Frejka of Kramer Levin, J. Walsh, and N. Rosenbaum of Morrison & Foerster with respect to the same (.20)	0.90
10/14/13 JJW	Conference with counsel for Kessler Plaintiffs, counsel for Creditors' Committee and M. Gallagher re: conflict party PNC Objection to Final Approval Order (.50); conference with M. Gallagher and A. Anon re: proposed amendments to Final Approval Order for Kessler Settlement (.40); review draft revisions to Final Approval Order (.20)	1.10
10/14/13 MG8	Conference call with E. Frejka of Kramer Levin, F. Walters (counsel to Kessler plaintiffs), J. Wishnew of Morrison & Foerster, and J. Walsh to discuss proposed changes to Final Approval Order for Kessler Class Settlement to address conflict party PNC Bank limited objection and anticipated supplemental objection (.50); follow-up discussion with J. Walsh and A. Anon regarding same (.40); draft notice of filing of further amended Final Approval Order (1.60); draft email to W. Thompson, Kessler Plaintiffs' Counsel, and E. Frejka regarding proposed Amended Final Order to Kessler Settlement and rationale for same (.60); attend to correspondence with J. Wishnew or Morrison & Foerster regarding the same (.20); additional minor revisions to proposed Final Order for Kessler Class Settlement and related notice of filing of the same (.40)	3.70
10/14/13 AVA	Prepare for and attend telephone meeting with J. Walsh and M. Gallagher in connection with Kessler Settlement, and non-settling conflict party PNC Bank in order to discuss research assignment re: same (.40)	0.40
10/15/13 SJR	Attend to matters regarding Kessler Settlement and	1.80

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 3

	review of documentation and comment on sign-off on proposed order with respect to same (1.80)	
10/15/13 MG8	Participate in call with counsel to conflict party PNC Bank, regarding PNC Bank request for extension of time to file responsive papers with respect to Motion to approve Kessler Settlement and terms of potential deal for resolving the same (.30); follow-up call with E. Frejka of Kramer Levin regarding same (.20); further correspondence with J. Walsh re: potential settlement scenarios and extension of time, if any, to file responses to Kessler Settlement (.30); correspond with D. Flanagan, bankruptcy counsel to Kessler Plaintiffs, regarding changes to proposed Final Approval Order for Kessler settlement (.20); correspond with B. Thompson regarding regarding changes to proposed Final Approval Order for Kessler settlement (.20); further revise notice and proposed amended Final Approval Order for Motion to approve Kessler Settlement (.80); attend to numerous correspondence with F. Guenther and B. Kotliar regarding filing and service of the further amended proposed Final Approval Order for Kessler Settlement (.40); correspond with C. Cu of KCC regarding filing and service of further amended proposed Final Approval Order for Kessler Settlement (.20); review opt-out requests circulated by F. Walters, counsel to Plaintiffs in Kessler Class, and attend to related correspondence with respect to sign-off on amended proposed Final Approval Order for Settlement of Kessler Class Action (.30)	2.90
10/15/13 BMK	Coordinate and supervise filing of the Notice of Proposed Amended Kessler Order on the main case docket and coordinate service of same with KCC (.50)	0.50
10/15/13 FRG	Assist B. Kotliar in revising and filing of Proposed Kessler Amended Order and circulate completed as-filed version (.70)	0.70
10/16/13 JJW	Conference with M. Gallagher re: extension of time for conflict party PNC Bank's objection to Kessler settlement and related issues (.40)	0.40
10/16/13 MG8	Telephone conference with N. Rosenbaum of Morrison & Foerster regarding Kessler Class Settlement, open items and conflict party PNC Bank request for additional time to file responsive papers (.20); review draft motion for an extension of time prepared by counsel to PNC Bank (.20); multiple telephone conferences with S. Schindler-Williams, counsel to PNC Bank, regarding PNC Bank limited objection to Kessler Class Settlement and extension of time to respond (.30); attend conference with J. Walsh regarding same (.40); draft letter to Judge Glenn's chambers regarding extension of time for PNC Bank to	2.30

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 4

submit further papers in support of its limited objection to the Motion seeking approval of the Kessler Class Settlement Motion (.70); related follow-up correspondence with J. Walsh and counsel to PNC Bank re: same (.30); review briefly scheduling orders from Kessler Class Action pending in Pittsburgh and Plaintiffs recently filed motion to disregard PNC Bank's recently filed answer as untimely (.20)

10/16/13 NG2	Prepare and send Chambers Copies regarding Notice of Filing of Amended Proposed Final Approval Order in Connection with Motion for Approval of the Kessler Class Settlement [Docket No. 5360], to Judge Glenn, per request of B. Kotliar (2.00)	2.00
10/17/13 MG8	Correspond with E. Frejka, F. Walters, B. Carlson and D. Flanagan (the latter three being counsel to Kessler Plaintiffs) in connection with PNC Bank's extension of time for filing any supplemental papers in connection with its limited objection to the Kessler Settlement (.20); revise and finalize letter to Chambers requested by Judge Glenn regarding PNC Bank's extension of time to file additional responsive papers with respect to the Kessler Class Settlement so that the parties can continue discussions in an effort to achieve a consensual resolution of PNC Bank's objections (.80); correspondence throughout the day with J. Walsh regarding status of Kessler Class settlement and position of PNC Bank (.30)	1.30
10/17/13 DAB	Review and comment on Chambers letter re: conflict party PNC Bank extension in connection with Kessler Class Settlement, per M. Gallagher request (.20)	0.20
10/18/13 JJW	Conference with counsel for conflict party PNC Bank re: proposed settlement of judgment credit and settlement bar issues, including resolution of PNC Bank's objection to Kessler settlement (.80); prepare summary of discussions with counsel for PNC Bank for review with Kessler Plaintiffs and Committee (.40); telephone conference with M. Gallagher and M. Biggers of Bryan Cave regarding PNC limited objection to Kessler Settlement and efforts to resolve the same (.20); telephone conference with E. Frejka of Kramer Levin and M. Gallagher regarding efforts to resolve PNC Bank offer to resolve its limited objection the Kessler Class Settlement, potential insurance issues and plaintiffs concerns with the same (.30)	1.70
10/18/13 MG8	Review correspondence from V. Marriott of Ballard Spahr regarding conflict party PNC Bank offer to withdraw limited objection to Kessler Class Settlement (.10); correspond with J. Walsh regarding same (.10); telephone conference with J. Walsh and M. Biggers of Bryan Cave regarding PNC limited objection to Kessler Settlement and efforts to resolve the same (.20);	0.70

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 5

telephone conference with E. Frejka of Kramer Levin and J. Walsh regarding efforts to resolve PNC Bank offer to resolve its limited objection the Kessler Class Settlement, potential insurance issues and plaintiffs concerns with the same (.30)

10/21/13 JJW	Review and comment on conflict party PNC Mortgage Objection to Plan for impact on issues raised in the Kessler Settlement (.40); conference with M. Gallagher re: same (.30); conference with E. Frejka of Kramer Levin re: bar order and judgment credit issues related to Kessler settlement (.50); conference with A. Anon re: research on judgment credit issues (.30); review research in connection with proposed settlement terms with PNC Bank re: judgment credit (.50); participate in conference call with M. Sharkey of Perkins Coie and M. Gallagher regarding insurance implications, if any arising from potential imposition of mutual bar order and/or capped proportionate share judgment reduction provision (.30); participate in conference call with M. Biggers, E. Frejka of Kramer Levin, N. Rosenbaum and J. Wishnew of Morrison & Foerster, as well as M. Gallagher to review Debtors' and Committee's view of PNC Bank proposal to resolve limited objection to Kessler Settlement and potential arguments for a reply to PNC Bank's objection (.40)	2.70
10/21/13 MG8	Correspondence with J. Walsh regarding potential insurance issue to raise with Perkins Coie with respect to Kessler Class Settlement in event that conflict party PNC Bank makes offer to resolve its limited objection to the Kessler Settlement (.20); review email from S. Schindler-Williams regarding PNC Bank Offer to resolve limited objection to Kessler Class Settlement and proposed language with respect to same (.30); correspond with A. Anon regarding research for response to PNC Bank objection to Kessler Class Settlement (.20); review Settlement Agreement language with respect to insurance rights (.60); correspond with J. Walsh regarding same (.30); attend to correspondence with Perkins Coie regarding insurance issues with respect to Kessler Settlement (.20); follow-up correspondence with E. Frejka of Kramer Levin regarding the same and the PNC Bank proposal to resolve PNC Bank's limited objection (.20); participate in conference call with M. Sharkey of Perkins Coie and J. Walsh regarding insurance implications, if any arising from potential imposition of mutual bar order and/or capped proportionate share judgment reduction provision (.30); attend to several email communications with E. Frejka, N. Rosenbaum, F. Walters, B. Carlson and M. Biggers regarding PNC Bank proposal (.40); brief review of GM insurers' objection to Plan as it relates to Kessler Class Settlement (.40); review correspondence from F. Walters regarding plaintiffs' view of PNC Bank proposal	3.70

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 6

to resolve its limited objection (.10); participate in conference call with M. Biggers, E. Frejka of Kramer Levin, N. Rosenbaum and J. Wishnew of Morrison & Foerster, as well as J. Walsh to review Debtors' and Committee's view of PNC Bank proposal to resolve limited objection to Kessler Settlement and potential arguments for a reply to PNC Bank's objection (.40); review J. Walsh email to V. Marriott and S. William regarding moving parties' view on PNC Bank's proposal to resolve its limited objection to Kessler Class Settlement (.10)

10/21/13 AVA	Research law relating to the effect of bar orders on contractual indemnification claims (.40); research re: judgment credits in Settlement Agreements not containing a bar order in connection with same (.50); research re: the standing of non-settling defendants to object to Settlement Agreements in connection with upcoming reply to Limited Objection of PNC Bank (7.00); conference with J. Walsh re: research re: Judgement credit (.30); summarize research findings for distribution to J. Walsh and M. Gallagher (.90)	9.10
10/22/13 MG8	Begin draft reply to address anticipated conflict party PNC Bank Objection to Motion to Approve Kessler Settlement (1.20); review memo of A. Anon related to same and discuss objection based upon lack of standing (.20); attend to several correspondence from M. Biggers of Bryan Cave regarding appeal by PNC Bank in MDL litigation and his thoughts on arguments to be included in Reply to PNC Bank Objection to Kessler Settlement (.30); correspondence with J. Walsh regarding expected supplemental Objection of PNC Bank with respect to Kessler Class Settlement and impact of GM Insurers' Objection to Confirmation (.20); review class member objection to fees paid pursuant to Kessler Settlement (.20)	2.10
10/22/13 AVA	Continue research regarding standing of non-settling defendants in connection with conflict party PNC Objection to Settlement Agreement and upcoming reply (3.20)	3.20
10/23/13 JJW	Review conflict party PNC Objection to Kessler Settlement and related exhibits (.30); conference with A. Anon and M. Gallagher re: response to PNC Bank objection (.50); meet with M. Gallagher and A. Anon to discuss the same and preparation of Debtors' Reply (.50); conference call with M. Gallagher and E. Frejka of Kramer Levin to discuss PNC Memorandum in support of its limited objection to Kessler Class Settlement and contents of a reply (.40); telephone conference with M. Gallagher and M. Sharkey of Perkins Coie to review insurance rights implications of judgment credit protection proposed by PNC Bank (.30)	2.00

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 7

10/23/13 MG8	Review memorandum of conflict party PNC Bank in support of its limited objection to Motion to Approve Kessler Settlement (.80); meet with J. Walsh and A. Anon to discuss the same and preparation of Debtors' Reply (.50); conference call with J. Walsh and E. Frejka of Kramer Levin to discuss PNC Memorandum in support of its limited objection to Kessler Class Settlement and contents of a reply (.40); telephone conference with J. Walsh and M. Sharkey of Perkins Coie to review insurance rights implications of judgment credit protection proposed by PNC Bank (.30); correspondence with J. Walsh regarding the same and related issues to consider in preparing Reply in connection with Motion to Approve Kessler Settlement (.30); correspond with A. Anon regarding same and form of Reply (.20)	2.50
10/23/13 AVA	Confer with M. Gallagher and J. Walsh regarding PNC Bank Supplement Memorandum of law in support of PNC's Limited Objection (.50); review Limited Objection and Supplemental Memorandum and case law cited therein in preparation for Reply (3.80); review case law related to Reply in support of Settlement Agreement (1.90)	6.20
10/24/13 AVA	Draft brief in reply to conflict party PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement, addressing PNC Bank's lack of standing (1.50); draft portion of brief re: same re: applicability of a pro tanto judgment credit in the alternative (1.50); draft portion of brief re: same re: issues related to fairness to the Kessler Settlement Class (2.00); review research related to standing of non-settling defendants to object to settlement in connection with same (1.60); review research related to judgment credit methodologies in connection with draft reply brief in connection with same (1.40)	8.00
10/25/13 JJW	Review and revise draft response to conflict party PNC Bank's objection re: Kessler Settlement (.70); conference with A. Anon re: response to PNC Bank objection (.40); conference with M. Biggers of Bryan Cave re: PNC Bank objection (.30); telephone conference with M. Gallagher re: Kessler Settlement reply and fee issues (.10)	1.50
10/25/13 MG8	Telephone conference with J. Walsh to discuss contents of reply in connection with Kessler Class Settlement to address conflict party PNC Bank objection and objection of borrower regarding fees (.10); brief review of and comment to draft reply circulated by A. Anon (.20)	0.30
10/25/13 AVA	Confer with J. Walsh regarding reply to conflict party PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement (.40);	7.40

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 8

	review and revise brief in accordance with comments from J. Walsh re: reply (6.40); research standards for settlement approval under Federal Rule of Civil Procedure 23, and Federal Rules of Bankruptcy Procedure 7023 and 9019, in connection with reply to PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement (.60)	
10/26/13 MG8	Review and revise updated draft reply in connection with Motion to approve Kessler Settlement where PNC Bank is conflict party (1.20); follow-up correspondence with A. Anon regarding same (.20)	1.40
10/26/13 AVA	Review and revise brief in accordance with comments from J. Walsh re: reply to conflict party PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement (6.50); review prior pleadings and hearing transcripts related to Kessler Settlement Agreement in the Southern District of New York Bankruptcy Court, in connection with reply to PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement (.60)	7.10
10/27/13 AVA	Review and revise reply to conflict party PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement, with special attention to comments of M. Gallagher (1.40)	1.40
10/28/13 JJW	Conference with M. Gallagher re: response to conflict party PNC Bank's objection to Final Approval of Kessler Settlement (.40); review and revise response to PNC Bank's objection re: Kessler Settlement (1.20); conference with J. Wishnew of Morrison & Foerster and M. Gallagher re: conflict party PNC Bank objection (.40); conference with M. Biggers of Bryan Cave re: PNC Bank objection (.30)	2.30
10/28/13 MG8	Review and further revise throughout the day, drafts of the Reply in connection with Joint Motion seeking approval of the Settlement with the Kessler Class, which primarily addresses Limited Objection of conflict party PNC Bank, including review of related documents and filings (2.10); conference with J. Walsh re: same (.40); numerous follow-up correspondence with A. Anon regarding same (.60); draft correspondence to M. Biggers of Bryan Cave, as well as N. Rosenbaum and J. Wishnew of Morrison & Foerster regarding draft Reply transmitting the current draft Joint Motion and seeking guidance and coordination with respect to the same (.30); telephone conference with J. Wishnew of Morrison & Foerster and J. Walsh regarding open issues with respect to the Reply in connection with the Joint Motion seeking approval of the Settlement with the Kessler Class (.40); attend to correspondence with M. Biggers regarding the same (.20); review draft insert sent by M. Biggers regarding objection of the Sinclairs	4.70

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 9

to the Joint Motion seeking approval of the Settlement with the Kessler Settlement and coordinate with A. Anon regarding integration of the same into the draft Reply in connection with the Joint Motion (.50); correspondence with J. Walsh and A. Anon regarding next steps in connection with the same (.20)

10/28/13 AVA	Review and revise reply to conflict party PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement, with special attention to comments of J. Walsh and M. Gallagher regarding reply to Sinclair objection and other matters (3.10); review reply to PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement with special attention to accuracy and validity of case law citations (2.40); review draft insert to response of M. Biggers of Bryan Cave regarding Sinclair Objection and incorporate to reply (.70)	6.20
10/29/13 JJW	Review and revise response to conflict party PNC Bank's objection re: Kessler Settlement (2.50); conference with F. Walters of Walters Benders, M. Biggers of Bryan Cave, and M. Gallagher re: response to PNC objection (1.10); conference with A. Anon and M. Gallagher re: response and related issues to PNC Bank (.50)	4.10
10/29/13 MG8	Review M. Biggers of Bryan Cave suggested changes to current draft of Debtors' Reply in connection with Motion to approve Kessler Settlement, as Reply primarily addresses objection of conflict party PNC Bank (.40); confer with A. Anon and J. Walsh regarding same (.50); attend to review and revision to several revised drafts of the draft reply and review related and cited documents in connection with the same (.90); confer with A. Anon regarding citation of certain orders and notices and footnote describing typographical error in prior version of proposed order pointed out by PNC Bank that was eliminated by removal of paragraph 15 (.30); participate in conference call with J. Walsh, M. Biggers, and F. Walters regarding Reply in connection with Kessler Settlement and possibly separate reply by Plaintiffs with respect to issues somewhat unique to them (.50); attend to additional minor changes to draft reply and correspond with A. Anon and J. Walsh regarding same (.40); review correspondence from J. Walsh transmitting draft Reply to E. Frejka of Kramer Levin, F. Walters and D. Flanigan, counsel to Plaintiffs, as well as N. Rosenbaum and J. Wishnew of Morrison & Foerster (.10)	3.10
10/29/13 AVA	Review and revise reply to PNC Bank, N.A.'s Supplemental Memorandum objecting to Kessler Settlement Agreement, in accordance with comments of M. Biggers of Bryan Cave, and comments of J. Walsh and M. Gallagher (4.60); confer with M.	6.30

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 10

	Gallagher re: citation of orders and notices (.30); continue to review and revise brief with special attention to confirming accuracy of case law and legal authority relied upon therein (1.40)	
10/30/13 JJW	Correspondence with M. Gallagher re: bar order and judgment credit issues related to Kessler Settlement (.40); conference with F. Walters of Walters Bender re: response brief (.30); review and revise draft response to conflict party PNC Bank's objection to Kessler settlement (.40); review judgment credit research, including cases on pro tanto judgment credit in connection with same (.50)	1.60
10/30/13 AVA	Collect case law supporting pro tanto judgment credit in cases involving RICO claims (.50); confirm that there is no case law addressing judgment credits for claims brought pursuant to TILA, HOEPA, and/or RESPA, in connection with reply to conflict party PNC Bank's Supplemental Memorandum (.60); review and revise reply to PNC Bank's Supplemental Memorandum (3.00)	4.10
10/31/13 JJW	Review and revise draft response to conflict party PNC Bank's objection to Kessler Settlement (1.10); conference with M. Gallagher re: same (.20); conference with M. Biggers of Bryan Cave re: response brief (.30); telephone conference with F. Walters, Kessler Class plaintiffs' counsel, and M. Gallagher regarding reply to Conflict Party PNC objection in connection with Joint Motion to Approve Settlement (.20)	1.80
10/31/13 MG8	Telephone conference with F. Walters, Kessler Class plaintiffs' counsel, and J. Walsh, regarding reply to Conflict Party PNC objection in connection with Joint Motion to Approve Settlement (.20); telephone conference with E. Frejka of Kramer Levin to discuss the same and her comments to the draft reply (.10); correspond with A. Anon and J. Walsh regarding revisions to the reply (.20); check claims register for remaining PNC Claims and update Reply (.30); check originally filed Joint Motion for Kessler Settlement and Settlement Agreement to confirm use of certain defined terms in response (.20)	1.00
	TOTAL HOURS	121.00

January 16, 2014
Inv # 1596174
Our Ref # 062108-000400

Page 11

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	2.50	830	2,075.00
Jonathan J. Walsh	Partner	22.80	740	16,872.00
Maryann Gallagher	Counsel	32.90	625	20,562.50
Daniel A. Bloom	Associate	0.20	480	96.00
Bryan M. Kotliar	Associate	0.50	305	152.50
Ada Victoria Anon	Associate	59.40	300	17,820.00
Franklin R. Guenther	Legal Assistant	0.70	235	164.50
Noah Gardy	Legal Assistant	2.00	235	470.00
		121.00		\$58,212.50

TOTAL SERVICES **\$58,212.50**

Summary of Expenses

Pacer - ECF 6.00

TOTAL EXPENSES **\$6.00**

TOTAL THIS INVOICE **\$58,218.50**



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 21, 2014

Inv. # 1596824
Our Ref. 062108-000410
SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

10/01/13 SJR	Review of JSN expert reports in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30)	1.30
10/01/13 TF1	Correspond with M. Moscato on preparation for deposition of Defendants' expert witness J. Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); participate in call with Centerview, M. Moscato, B. Kotliar, and J. Berman, J. Levitt of Morrison & Foerster, and G. Horowitz of Kramer Levin to discuss preparation for responses to JSN expert witnesses (1.10)	1.30
10/01/13 MJM	Review draft proposed stipulations for pre-trial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review Centerview Partners' "key findings" memo re: Defendants' expert witnesses (.90); review B. Kotliar's memo re: issues raised by Levine expert report (.40); review current version of spreadsheet reflecting objections to Defendants' proposed trial exhibits (.70); correspondence with E. Combs re: current status of review and objections to Defendants' proposed trial exhibit list (.20); meet with E. Tobin and E. Combs to discuss objections to Defendants' proposed trial exhibits list (.40); meet with B. Kotliar to discuss Defendants' expert witness J. Levine expert report (.60); review legal memorandum re 30(b)(6) issues (.30); continue analysis of J. Levine expert report in light of Centerview Partners' and B. Kotliar's observations re: same (1.30); conference call with Centerview personnel, J. Levitt of Morrison & Foerster, G. Horowitz of Kramer Levin, and B. Kotliar, T. Foudy, and J. Berman, and re: analysis of Defendants' expert reports (1.10); discussion with J. Berman re: deposition cross-designations (.40); confer with E. Tobin, J. Morris of Pachulski, R. Abdelhamid of Morrison & Foerster, and R. Feinstein of Pachulski re:	8.90

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 2

strategy for Friday's meet-and-confer re: trial exhibits and deposition designations (.80); review of E. Combs' memo re: objections to Defendants' trial exhibits (.30); review T. Farley deposition cross-designations (.60); draft email to B. Kotliar re: J. Levine deposition examination (.50)

10/01/13 EC	Meet with M. Moscato and E. Tobin to discuss objections to and review of Defendants' exhibit list in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); conduct analysis of over 1000 documents (including emails, board minutes, power point presentations) identified by the Junior Secured Noteholders' Exhibit List by working with E. Tobin and M. Jones in order to determine which preliminary objections, if any, should be made regarding the admission of said documents as evidence (5.20); draft detailed chart with M. Jones tracking results of in-depth review of exhibits (4.00); review and revise memorandum relating to contents of documents listed as exhibits in Defendants' exhibit list and proposed treatment of certain categories of documents on list (1.10); correspondence with J. Weber and D. Bloom re: assignment identifying expert materials appearing in Defendants exhibit list (.10); review annotated list prepared by D. Bloom and J. Weber and incorporating expert document identification in responses to Defendants' exhibits (.20)	11.00
10/01/13 MPJ	Work with E. Tobin and E. Combs to complete analysis of over 1000 documents (including emails, board minutes, power point presentations) identified by the Junior Secured Noteholders' Exhibit List to determine which preliminary objections, if any, should be made regarding the admission of said documents as evidence (5.20); assist E. Combs with drafting detailed chart tracking results of in-depth review (4.00)	9.20
10/01/13 BMK	Conference with M. Moscato to discuss outline for J. Levine expert deposition (Defendant) in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review Ocwen and Walter Purchase Price Summaries and incorporate relevant figures re: MSRs and Servicing Advances into outline for Levine deposition (.70); revise outline incorporating comments of M. Moscato (.80); discuss same with J. Berman (.40); respond to numerous correspondences with M. Moscato re: valuations by the Debtors, JSNs, and Ocwen/Walter throughout the case and impact on arguments relating to JSN adversary proceeding (2.10); attend conference call re: with M. Moscato and T. Foudy and J. Levitt of Morrison & Foerster and G.	5.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 3

Horowitz of Kramer Levin, and Centerview re: expert deposition (1.10)

10/01/13 JTW	Provide M. Moscato a detailed list breaking down which assets were purchased under the Ocwen APA and which party, Walter or Ocwen, acquired certain sets of assets and provide support from the purchasers' document productions re: same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); work extensively with D. Bloom to analyze and cross-reference all exhibits on JSN master exhibit list to those documents cited by the JSNs' experts with particular focus on the reports of J. Taylor and S. Winn in preparation for identifying evidence the Debtors will seek to exclude through motions in limine (5.00); draft email correspondence to D. Bloom and E. Tobin re: same (1.30)	7.20
10/01/13 AA	Edit memorandum regarding Rule 30(b)(6) issues regarding testimony preclusion in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); confer with E. Tobin re: issues in connection with same (.40)	1.70
10/01/13 DAB	Further analysis and summary of Defendants' Fazio Phase I expert reports in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); summarize Defendants' J. Levine expert report in connection with same (.90); review Houlihan presentation per E. Tobin request in connection with same (1.00); extensive research of production databases to determine production status of same (.80); correspondence with E. Tobin and M. Jones re: same (.20); review E. Tobin email re: Winn expert report (.10); work extensively with J. Weber to cross-reference all JSN expert reports against JSN master Phase I exhibit list, per E. Tobin request (5.00)	9.10
10/01/13 SB	Prepare samples of proposed trial exhibits for attorney review where otherwise too large to print per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.20); review and correct markup of deposition designations for T. Farley, per request of J. Berman (1.20)	3.40
10/01/13 ET	Meet with M. Moscato and E. Combs re: review of JSNs' proposed exhibits and analyze documents on the JSNs' list of proposed exhibits and grounds for	11.60

objecting thereto and grounds for objecting to the same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); work with E. Combs and M. Jones to review and analyze the JSNs' proposed exhibits for use at trial in Phase 1 of the JSN adversary proceeding, and create spreadsheet reflecting the same (5.20); conference call with counsel for the Debtors, the Creditors' Committee and the JSNs re: trial logistics (.30); email correspondence with counsel for the Debtors and the Creditors' Committee, including C. Siegel of Kramer Levin, R. Abdelhamid of Morrison & Foerster, P. Farber of Kramer Levin, and J. Rosell of Pachulski, re: same (.20); discussions with R. Abdelhamid re: strategic issues, including deposition designations and counter-designations (.50); follow-up conferences with same re: supplemental exhibits and objections thereto (.70); email correspondence with J. Levitt of Morrison & Foerster, M. Moscato, and P. Farber of Kramer Levin re: review of JSNs' proposed exhibits, deposition counter-designations and objections to the JSNs' deposition designations (.30); participate in conference call with Morrison & Foerster, Kramer Levin, centerview, T Foudy, B. Kotliar, and J. Berman (.80); follow-up correspondence with M. Moscato re: same and re: research issues related to witness testimony (.40); confer with A. Astiz re: research re: scope of 30(b)(6) depositions standard for adequate preparation, and subsequent trial testimony (.40); draft memorandum providing overview of analysis of and objections to the JSNs' proposed exhibits (1.70); provide memo and spreadsheet re: same to M. Moscato (.20); email correspondence with P. Farber of Kramer Levin, R. Abdelhamid and C. Russ of Morrison & Foerster re: expert related documents produced by the JSNs, and correspond with D. Bloom, J. Weber and E. Combs re: same (.50)

10/01/13 JCB	Participate in conference call with T. Foudy, M. Moscato, B. Kotliar, J. Levitt of Morrison & Foerster, and G. Horowitz of Kramer Levin, as well as Centerview to discuss review of expert reports and preparation for expert depositions (1.10); review counter-designations and objections for Farley and Peterson depositions (1.50); discuss revisions to same with A. Baldwin-Hunter (.30); draft questions for use at Levine deposition by reviewing Levine and Puntus expert reports in light of analysis provided by Centerview (4.20); discussions with B. Kotliar re: Levine reports and drafting of deposition outline (.40)	7.50
10/01/13 NG1	Create LiveNote database for depositions and exhibits (.20); load depositions and JSN Adversary Proceeding exhibits to database for attorney review in connection with Phase I of the JSN Adversary Proceeding where	1.10

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 5

Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90)

10/01/13 ABH	Attend to deposition transcript mark up designations and counter designations, per request of J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); discuss revisions to same with J. Berman (.30)	1.50
10/02/13 TF1	Review summary of Whitlinger deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); numerous correspondence with M. Moscato and J. Berman re: deposition, counter-designations, and objections to JSNs' designations (.40); emails with Debtor and Committee Counsel regarding scheduling of expert depositions and revisions to expert reports (.30); emails with same on finalization of exhibit objections, staffing and scheduling team meeting (.50)	1.40
10/02/13 MJM	Review current version of spreadsheet listing objections to Defendants' 800 proposed trial exhibits, as well as draft explanatory email re: same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); correspondence with E. Combs re: spreadsheet listing objections to Defendants' proposed trial exhibits and explanatory email re: same (.20); discussion with J. Berman and B. Kotliar re: examination script for deposition of J. Levine (.40); meet with E. Tobin and E. Combs to finalize spreadsheet listing objections to Defendants' proposed trial exhibits and review of proposed trial exhibits in connection therewith (1.20); prepare for meeting with Alix Partners by reviewing memos circulated by Debtors' and Committee's financial advisers concerning J. Levine expert report (1.30); meet with G. Horowitz and C. Seigel of Kramer Levin, B. Kotliar, and Alix Partners to discuss and analyze Defendants' expert reports in preparation for depositions of same (3.10); follow-up meeting with B. Kotliar to discuss draft examination script for Levine deposition (.60); teleconference with J. Levitt and T. Goren of Morrison & Foerster, and B. Kotliar re: Levine expert report and deposition issues (.50); further meeting with E. Tobin, E. Combs, and M. Jones to review Defendants' proposed trial exhibits and finalize spreadsheet listing objections to same (.60); review revise draft witness statement of T. Marano (.50)	9.20
10/02/13 EC	Meet with M. Moscato and E. Tobin to discuss objections on the basis of hearsay to Defendants'	9.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 6

exhibit lists in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); prepare updates to Plaintiffs' exhibit list for filing in accordance with case management order's deadline for addition of documents and final review to ensure that list includes all documents necessary for trial (2.90); draft email explicating basis for certain objections in preparation for transmittal to Defendants (.90); review documents identified as exhibits by M. Jones and E. Tobin (2.30); prepare objections and responses to proposed exhibits (1.90); meet with E. Tobin M. Jones, and M. Moscato to discuss finalizing outline of same (.60)

10/02/13 MPJ	Confirm documents listed on both the Debtors' and the JSNs' exhibit lists as duplicates and update exhibit list tracking chart to indicate appropriate duplication (1.10); conduct second-level review re: potential JSN exhibits preliminarily identified as including objectionable hearsay to determine whether such hearsay is cause for objection (2.40); conduct second level review of documents identified as potentially harmful to the Debtors' case in the dispute with the JSNs and identify potential justifications for excluding such documents (1.40); meet with M. Moscato, E. Tobin, and E. Combs to review documents identified as possible hearsay to decide whether to object to the admission of said documents (.60)	5.50
10/02/13 BMK	Conferences with M. Moscato and J. Berman re: incorporating questions and comments of financial advisors into Levine deposition outline that Curtis is handling in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); follow-up correspondence with J. Berman re: same (.20); revise outline to incorporate commentary by financial advisors (.50); begin drafting deposition script for Levine by adopting the outline into question and answer format (2.10); attend conference at Kramer Levin with M. Moscato, G. Horowitz and C. Siegel of Kramer Levin, and Alix Partners re: review Ad Hoc Group expert reports in advance of deposition (3.10); follow up conference with M. Moscato re: calculating fair market, book, and benchmark values of the servicing advances and MSR's valued by Levine (.60); conference call with M. Moscato as well as J. Levitt and T. Goren of Morrison & Foerster re: same and key issues/points to be addressed in deposition script for Levine (.50); continue drafting Levine deposition script/outline by incorporating comments of financial advisors, committee, and debtors counsel from throughout the day (3.40)	10.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 7

10/02/13 JTW	Analyze deposition transcript of J. Peterson for purposes of composing the corresponding Errata Sheet in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.70); follow-up correspondence with D. Bloom regarding same (.20)	4.90
10/02/13 DAB	Summarize and circulate So-Ordered Stipulation regarding briefing schedule for Motions in Limine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review correspondence from E. Tobin regarding deposition transcript errata preparation (.20); respond to same (.10); revise R. Abdelhamid of Morrison & Foerster document re: same (.30); correspond with J. Weber re: same (.20); extensive review of Farley deposition transcript (1.40); draft errata sheet with respect to same (1.30); research OID issues in connection with same (.20); circulate relevant secondary materials re: same to T. Foudy (.10)	4.00
10/02/13 SB	Meet with J. Berman re: corrections to T. Farley and J. Peterson deposition counter-designations in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review and correct markup of T. Farley deposition transcript reflecting updated counter-designations (1.30); prepare sets of deposition exhibits marked for hearsay objection for M. Moscato (1.60); review Relativity database for proposed trial exhibits with missing attachments (1.00)	4.30
10/02/13 ET	Correspondence with M. Moscato and J. Berman, R. Abdelhamid of Morrison & Foerster, and P. Farber of Kramer Levin re: strategic issues and deposition counter-designations in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); attend to additional research re: scope of 30(b)(6) and fact witness depositions and subsequent trial testimony (.30); meet with M. Moscato and E. Combs re: review of documents listed by the JSNs as proposed exhibits, focusing on potential objections based on hearsay (1.20); draft multiple emails to counsel for the Debtors and the Creditors Committee by reviewing revised spreadsheet re: identification of supplemental exhibits and formulation of responses and objections to the JSNs' proposed exhibits (.60); draft email to Alix Partners consultants re: identification of documents listed on the JSNs' proposed exhibit list (.20); extensive discussions with R. Abdelhamid re: strategic issues in	8.20

preparation for trial in Phase I of the JSN adversary proceeding, including review and certification of deposition transcripts, and review/identification of the JSNs' and Plaintiffs' supplemental exhibits (.90); continue review of documents on the JSNs' proposed exhibit list for use at trial in Phase I of the JSN adversary proceeding to formulate objections and responses thereto (2.10); update summary sheet reflecting the same (1.20); confer with M. Moscato, M. Jones, and E. Combs re: identification of additional documents for inclusion on Plaintiffs' exhibit list for trial in Phase I of the JSN adversary proceeding (.60); correspondence with E. Combs, M. Jones and P. Farber of Kramer Levin re: OID issues (.30); email correspondence with M. Moscato re: review of the JSNs' proposed exhibit list and preparation for Friday's meet and confer (.20); email correspondence with J. Morris and J. Rosell of Pachulski re: identification of additional documents for inclusion on Plaintiffs' exhibit list for trial in Phase I of the JSN adversary proceeding (.20)

10/02/13 JCB	Finalize proposed counter-designations for deposition transcripts in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.60); revise draft outline for deposition of J. Levine (4.10); review materials relied upon by Levine in preparation for upcoming deposition (3.30); conferences with M. Moscato and B. Kotliar re: incorporating financial advisors' analysis into Levine outline (.40); review of draft document and deposition subpoenas (1.10); review defendants' counter-designations (1.10); meet with S. Ballard re: T. Farley and J. Peterson counter-designations (.40)	12.00
10/02/13 MM9	Organize transcripts and exhibits of D. Dixon, T. Farley, M. Flannagan, L. Hall, J. Horner, L. Kruger, T. Morano, J. Peterson, M. Pinzon, J. Rhulin, R. Snellenbarger, J. Whitlinger, and B. Ziegenfuse in preparation for attorney review in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.90)	1.90
10/02/13 ABH	Attend to deposition transcript mark ups: designations and counter designations, per request of J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50)	1.50
10/03/13 TF1	Correspond with M. Moscato on preparation for Levine deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and	4.30

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 9

noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review memo of decision on motion to dismiss debtors' complaint and counterclaims (.80); review latest case calendar in connection with same (.20); revise counter-designations and objections for Walter Rule 30(b)(6) witness (1.10); review emails on expert depositions (.30); participate in weekly litigation strategy meeting at Kramer Levin with M. Moscato, E. Tobin, J. Morris of Pachulski, G. Horowitz of Kramer Levin, S. Engelhardt of Morrison & Foerster, and other counsel for the Debtors and Creditors' Committee (1.70)

10/03/13 MJM	Review current draft of written direct testimony of T. Farley in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); draft questions for expert deposition of J. Levine (2.10); meet with E. Tobin and E. Combs to discuss Plaintiffs' proposed trial exhibits in preparation for tomorrow's meet-and-confer conference re: trial exhibits and deposition designations (1.10); review B. Kotliar's draft examination script for J. Levine deposition (.90); meet with J. Berman and B. Kotliar to discuss examination script for J. Levine deposition (1.40); attend weekly coordination meeting for JSNs litigation, with T. Foudy, E. Tobin, J. Morris of Pachulski, G. Horowitz of Kramer Levin S. Engelhardt of Morrison & Foerster, and other counsel for the Debtors and Creditors' Committee (1.70); review draft of M. Puntus written direct exam (.40)	8.10
10/03/13 MG8	Attend to correspondence with D. Marquart of Residential Capital regarding CMH Holdings model homes and conflict party Cerberus' failure to reimburse Debtors for certain servicing expenses incurred by Debtors (.30)	0.30
10/03/13 EC	Review documents cited in Defendants' exhibit list and revise same to prepare complete and final set of objections to JSNs' exhibits for proposed exchange in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.50); review synopsis of documents introduced in depositions prepared by M. Jones (.80); update objections spreadsheet accordingly (.40); revise Plaintiffs' exhibit list to include additional exhibits identified in accordance with scheduling order (.70); meet with M. Moscato and E. Tobin to discuss objections and strategy for upcoming meet and confer process (1.10); prepare hard copy documents for reference in meet and confer (.60); update Plaintiffs' internal exhibit list to show duplication of documents with Defendants' list (2.30); correspondence with P. Farber of Kramer Levin re: additional documents	14.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 10

needed from Finnerty report (.30); complete final update of objections to Defendants' exhibit list in preparation for final submission to reflect all objections and all identified duplicates (1.10)

- | | | |
|--------------|--|-------|
| 10/03/13 MPJ | Review all documents listed on the Junior Secured Noteholders' exhibit lists that were used during depositions and compare same with the related testimony in order to determine whether an authentication or hearsay objection to such evidence would be justified, in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.20); identify various issues relating to collecting and submitting documents to the court as exhibits, including (i) whether each exhibit's Bates number matches the Bates number on the Debtors' exhibit list and (ii) whether certain documents listed on the Debtors' exhibit list are available in the Debtors' internal databases (1.20) | 5.40 |
| 10/03/13 BMK | Continue drafting script for Levine expert witness deposition to be handled by Curtis in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.50); incorporate draft questions and comments of M. Moscato re: Levine background and credentials, HARP/MSR assets, and valuation of the servicing advances (.50); circulate same to M. Moscato and J. Berman for review (.30); research publications, reports, journals, and presentations by Levine in connection with same (.50); research HARP program in connection with same (.40); conference with M Moscato and J. Berman re: edits/comments to draft Levine deposition script and incorporating big picture items and key points to be made in deposition (1.40); follow up conference with J. Berman re: same (.20); review Ad Hoc Group presentations previously prepared by Houlihan experts and compare to assumptions/valuations put forth in Levine report (.80); conference with D. Bloom and J. Berman re: pooling and servicing agreements and amendments re: same as they affect the value of the MSRs and servicing advances (1.30); assist J. Berman with reviewing and revising deposition script by incorporating comments and research (3.20) | 11.10 |
| 10/03/13 JTW | Review deposition transcript of J. Horner for purposes of preparing the corresponding errata sheet in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); confer with D. Bloom re: draft errata sheet (.30); review and revise errata sheet with comments received from E. Tobin (.10) | 2.20 |

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 11

10/03/13 DAB	Extensive further review of Farley deposition transcript to determine extent of errata therein in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); further drafting of errata sheet with respect to same (2.20); confer with J. Weber re: draft errata sheet (.30); review Puntus rebuttal report per J. Berman request (.80); review draft Levine deposition script per same (.50); confer with J. Berman and B. Kotliar re: Levine deposition transcript re: pooling and serving agreements in part on valuation (1.30); analyze issues related to pooling and servicing agreement amendments for inclusion in revised draft of same (1.50); draft questions regarding same per J. Berman request (.40)	10.00
10/03/13 SB	Review Champion Relativity database to ensure upload of all documents on Plaintiffs' exhibit list (2.60); prepare set of Plaintiffs' exhibits for transfer to Alix Partners for upload to Champion Relativity database (1.60); compile list of documents in Relativity database missing attachments or bearing incorrect Bates ranges (3.20); prepare list of documents for electronic transfer to Court per request of E Tobin (.80)	8.20
10/03/13 ET	Attend to formulation of Plaintiffs' objections to Defendants' exhibits and responses thereto in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); extensive correspondence with M. Moscato, E. Combs, M. Jones, P. Farber and N. Hamerman of Kramer Levin, and J. Rosell of Pachulski in connection with same (.50); attend to matters related to preparation of Plaintiffs' exhibits for trial in accordance with Judge Glenn's rules (1.10); meet with M. Moscato and E. Combs re: Plaintiffs' prepared exhibits in advance of meet and confer (1.10); extensive discussions with J. Natividad of Alix Partners, R Abdelhamid and A. Ruiz of Morrison & Foerster in connection with same (1.00); draft agenda of exhibit related issues in preparation for weekly strategy meeting (.60); draft emails to counsel for the Debtors and the Creditors' Committee re: the same (.60); attend weekly strategy meeting with counsel for the Debtors and the Creditors' Committee, including M. Moscato, T. Foudy, G. Horowitz of Kramer Levin, B. O'Neill, R. Abdelhamid and S. Engelhardt of Morrison & Foerster, C. Siegel and N. Hamerman of Kramer Levin, A. Goodman, E. Lintz, R. Feinstein, as well as J. Morris and J. Rosell of Pachulski (1.70); attend to emails with Counsel for the Debtors and the Creditors' Committee, including M. Moscato, J. Levitt, and G. Horowitz re: the JSNs' refusal to exchange exhibit list objections prior to	10.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 12

meet and confer (.50); draft emails to counsel for the JSNs, including B. Carney and W. Morgan re: exhibit related issues (.50); draft email to same re: exchange of objections prior to meet and confer and scheduling of call with Judge Glenn's Deputy (.70); correspond with D. Bloom and J. Weber re: review of deposition transcripts and preparation of errata sheets for the deposition transcripts of J. Horner, J. Ruhlin, J. Peterson, and T. Farley (.30)

10/03/13 JCB	Confer with M. Moscato and B. Kotliar re: finalizing draft script for J. Levine deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); review materials, including other expert reports, article published by J. Levine and materials relied upon by J. Levine, in connection with preparation for Levine deposition (2.90); follow-up conference with B. Kotliar re: same (.20); review articles re: valuation of mortgage servicing rights in connection with Levine preparation (.60); revise Levine deposition outline in light of same (1.30); further revise and finalize Levine deposition outline with B. Kotliar (3.00) confer with D. Bloom and B. Kotliar re: Levine deposition transcript re: pooling and serving agreements in part on valuation (1.30)	10.70
10/04/13 SJR	Provide extensive comments to draft pre-trial submissions (including stipulated facts and legal pretrial filings) in connection with pending JSN adversary proceeding in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.40); review and comment on draft written testimony in connection with same (2.00)	4.40
10/04/13 TPS	Review client inquiry regarding distributions for two model homes in connection with dispute with Cerberus, a conflict party in connection with request from D. Marquardt (.30); prepare for call with D. Marquardt of Residential Capital regarding same (.20); conference call with M. Gallagher, D. Marquardt, and L. Delehy regarding disposition of model home sale proceeds (.50); prepare short memo to file regarding steps to have been taken (.20)	1.20
10/04/13 TF1	Review draft pre-trial submission prepared by D. Blabey of Kramer Levin including stipulated facts and legal contentions in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.20); draft comments to same (2.80); correspondence with Debtor and Committee Counsel re: exhibit lists and objections thereto and call with Akin Gump on calling court regarding technical issues (.30); attend pre-call for	8.40

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 13

"meet and confer" with M. Moscato, E. Tobin, J. Berman, E. Combs, and M. Jones and C. Siegel and A. Goodman of Kramer Levin and M. McPherson and R. Abdelhamid of Morrison & Foerster re: strategy for upcoming meet and confer with JSNs re: trial exhibits, deposition designations, and other Phase I evidentiary issues (.50); meet with M. Moscato, B. Kotliar, and J. Berman to discuss draft examination script for J. Levine deposition (1.50); participate in "meet and confer" call with counsel for the Defendants, B. Carney of Akin Gump and B. Fritz of White & Case, the Debtors, and the Committee, and M. Moscato E. Tobin, J. Berman, E. Combs, and M. Jones re: trial exhibits, deposition designations, and other Phase I evidentiary issues (1.10)

10/04/13 MJM	Exchange emails with E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties re: objections to Defendants' proposed trial exhibits (.30); review article by J. Levine re: valuation of MSRs in preparation for next week's deposition of J. Levine (.40); review draft examination script for deposition of J. Levine (.60); meet with T. Foudy, B. Kotliar, and J. Berman to discuss draft examination script for J. Levine deposition (1.50); discussion with E. Tobin, E. Combs, J. Berman, and M. Jones re: preparations for upcoming meet-and-confer re: proposed trial exhibits and deposition designations (.50); participate in "pre-call" for upcoming meet-and-confer, with T. Foudy, E. Tobin, E. Combs, M. Jones, and J. Berman and counsel for the Debtors and Creditors' Committee re: strategy for upcoming call with Defendants on Phase I evidentiary issues (.50); participate in meet-and-confer with counsel for the Defendants, B. Carney of Akin Gump and B. Fritz of White & Case, the Debtors, and the Committee, and T. Foudy, E. Tobin, J. Berman, E. Combs and M. Jones re: trial exhibits, deposition designations, and other Phase I evidentiary issues (1.10); attend post-meet and confer follow-up meeting with E. Combs, M Jones, E. Tobin, J. Berman and Morrison & Foerster and Kramer Levin regarding results of meet and confer and strategy moving forward in light of same (.50); meet with J Berman and B. Kotliar to discuss J. Levitt and T. Goren's comments to J. Levine deposition examination script (.30)	5.70
10/04/13 MG8	Review CMH Holdings' Servicing Agreement and related provisions of LLC Agreement and Purchase Agreement in connection with request from D. Marquardt regarding disposition of remaining model homes (.80); follow-up correspondence to T. Smith regarding same (.10); participate on call with, among others, D. Marquardt, L. Delehey and T. Smith regarding CMH Holdings situation and amounts held by	1.40

conflict party Cerberus (.50)

- | | | |
|--------------|--|------|
| 10/04/13 EC | Review Plaintiffs' exhibit list in preparation for exchange of supplemental exhibits and updated objections (1.40); revise same in preparation for same (2.50); discussion with M. Moscato, E. Tobin, M. Jones, and J. Berman re: preparations for upcoming meet-and-confer re: proposed trial exhibits and deposition designations in connection with Phase I of the JSN Adversary Proceeding where defendants Wells Fargo and noteholders UBS, Silver Point, Loomis, and Davidson Kempner are conflict parties (.50); attend teleconference pre-call meet and confer with T. Foudy, M. Moscato, M. Jones, E. Combs, J. Berman, and counsel for the Debtors and Committee (.50); attend teleconference meet and confer on admission of documents with same and counsel for the Defendants, B. Cazney of Akin Gump, B. Fritz of White & Case, as well as the Debtors and the Committee re: same (1.10); attend follow up call with T. Foudy, M. Moscato, M. Jones, E. Tobin, J. Berman, and counsel for Debtors and Committee re: outcome of meet and confer and strategy moving forward (.50); continue revision of trial exhibits lists in preparation for exchange of objections and supplemental list (1.10); teleconference with E. Tobin and M. Jones re: final preparation of exhibit list for submission (.30); correspond with E. DeLeon of Alix Partners re: errors in document sets loaded for Defendants' exhibit list and possible fixes for preparation of stamped copies for trial and continued review of Defendants' list (.80) | 8.70 |
| 10/04/13 MPJ | Meet with M. Moscato, E. Tobin, J. Berman, and E. Combs to discuss pre-call with Morrison & Forster and Kramer Levin regarding strategy for meet and confer with the JSNs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, Loomis, and Davidson Kempner are conflict parties (.50); participate in pre-call with Morrison & Foerster and Kramer Levin and T. Foudy, M. Moscato, E. Combs, E. Tobin, and J. Berman regarding strategy for meet and confer to be held later in the day with the JSNs (.50); participate in meet and confer call with T. Foudy, M. Moscato, E. Tobin, J. Berman, and E. Combs and B. Carney of Akin Gump and B. Fritz of White & Case, counsel for the Defendant, the Debtors and Committee regarding the exchange of exhibit list objections and deposition designations in advance of trial (1.10); participate in follow-up call with M. Moscato, E. Tobin, J. Berman, E. Combs, Morrison & Foerster and Kramer Levin regarding results of aforementioned meet and confer and strategy moving forward (.50); draft email summary of meet and confer regarding the pre-trial submissions for distribution to M. Moscato, T. Foudy, J. Berman, and E. Combs (.40); review of deposition transcripts of | 8.10 |

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 15

Walter, T. Farley, and L. Hall to determine whether any of these depositions included documents on the Debtors' proposed exhibit list (2.10); participate in call with E. Tobin S. Ballard, Alix Partners and Iris Data Service to coordinate printing of all exhibit lists (.30); prepare final supplemental versions of the Plaintiffs' exhibit list for service to the Junior Secured Noteholders (2.40); teleconference with E. Combs and E. Tobin re: same (.30)

10/04/13 BMK	Meet with M. Moscato and J. Berman re: revising draft script for Levine deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); revise same incorporating comments of same, with particular attention to revising questions relating to valuation of HARP/Refi Assets (1.10) confer with J. Berman re: incorporating M. Moscato comments and redrafting of HARP questions (.60); review email correspondence between T. Goren and J. Levitt of Morrison & Foerster and M. Moscato re: suggested edits and questions to incorporate into draft script (.30); incorporate same (.80); conference with M. Moscato, T. Foudy, and J. Berman re: finalizing script and next steps for preparing for Levine deposition, including key arguments and points to make (1.50)	4.60
10/04/13 JTW	Review case docket and circulate notable filings with respect to Curtis' representation of the Debtors in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review portions of D. Bloom's hand-marked transcript of J. Ruhlin's deposition to finalize corresponding errata sheet (.10); confer with D. Bloom and E. Tobin re: same (.50)	0.80
10/04/13 DAB	Extensive review of Ruhlin deposition transcript in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.90); draft errata sheet for Ruhlin deposition transcript (1.40); confer with J. Weber and E. Tobin re: same (.50); correspondence with E. Tobin re: Farley errata sheet (.10)	5.90
10/04/13 SB	Review Relativity database for expanded Bates ranges of proposed trial exhibits per request of E. Combs (1.90); prepare mark-ups of call with Alix Partners and Iris Data Service re: hard copy reproduction of exhibits for Court (.50); prepare mark-ups of counter-designations for meet and confer call and circulation to co-counsel per request of J. Berman (2.30); assemble remaining proposed exhibits for transfer to Alix Partners per request of E. Tobin (6.60);	11.60

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 16

call with M. Jones, E. Tobin, and AlixPartners and Iris
Data re: production of exhibits and related materials (.30)

10/04/13 ET	Conference with E. Combs and M. Jones re: Defendants proposed exhibits and objections/responses thereto in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); follow-up correspondence with R. Abdelhamid of Morrison & Foerster, C. Siegel of Kramer Levin, and T. Foudy re: same (.50); review and analyze Defendants' proposed trial exhibits and Plaintiffs' objections/responses thereto (1.70); correspond with M. Moscato, E. Combs, and M. Jones re: same (.40); review relevant documents and draft agenda of exhibit related issues for meet and confer and provide to M. Moscato (.50); discuss preparations for upcoming meet-and-confer re: proposed trial exhibits and deposition designations with M. Moscato, E. Combs, J. Berman, and M. Jones (.50); attend telephonic meet and confer with T. Foudy, M. Moscato, J. Berman, E. Combs, and M. Jones and counsel for the Committee, the Debtors, and the JSNs, including B. Carney of Akin Gump and B. Fritz of White & Case re: trial exhibits, deposition designations, and other Phase I evidentiary issues (1.10); participate in follow-up call with M. Moscato, J. Berman, M. Jones, E. Combs, Morrison & Foerster and Kramer Levin regarding results of aforementioned meet and confer and strategy moving forward (.50); send follow up emails to same re: same (.50); participate in call with counsel for the Debtors, the Creditors' Committee and the JSNs and N. Weiss, Judge Glenn's Law Clerk, re: pre-trial logistics (.40); draft emails to M. Moscato and T. Foudy re: same (.30); extensive correspondence with J. Natividad of Alix Partner, C. Schuster of Iris Data Services, S. Ballard, E. Combs, M. Jones, and R. Abdelhamid re: issues related to preparation of Plaintiffs' exhibits for trial (.70); call with M. Jones, S. Ballard, and AlixPartners and Iris Data re: production of exhibits and related materials (.30); draft emails to counsel for the JSNs re: parties' Exhibit Lists, including list of documents appearing on both lists, production of voluminous documents in electronic format and proposing time to exchange updated Exhibit Lists and objections/responses (.60); review and revise errata sheets for the deposition transcripts of J. Horner, J. Ruhlin T. Farley, and J. Peterson (.50); draft and respond to emails to/from same re: same (1.00); confer with D. Bloom and J. Weber re: Ruhlin deposition mark-up (.50)	10.30
10/04/13 JCB	Discuss deposition outline for Jeffrey M. Levine with T. Foudy, M. Moscato, and B. Kotliar in connection with Phase I of the JSN Adversary Proceeding where Wells	7.20

Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50); meet with M. Moscato, E. Tobin, M. Jones, and E. Combs to discuss pre-call with Morrison & Foerster and Kramer Levin regarding strategy for meet and confer with the JSNs (.50) participate in pre-call with Morrison & Foerster and Kramer Levin and T. Foudy, M. Moscato, E. Combs, E. Tobin, and M. Jones regarding strategy for meet and confer to be held later in the day with the JSNs (.50); participate in meet and confer call with T. Foudy, M. Moscato, E. Tobin, M. Jones, and E. Combs and B. Carney of Akin Gump and B. Fritz of White & Case, counsel for the Defendant, the Debtors and Committee regarding the exchange of exhibit list objections and deposition designations in advance of trial (1.10); participate in follow-up call with M. Moscato, E. Tobin, M. Jones, E. Combs, Morrison & Foerster and Kramer Levin regarding results of aforementioned meet and confer and strategy moving forward (.50); revise Levine deposition outline consistent with M. Moscato comments (1.50); confer with B. Kotliar re: same (.60); review of G. Horowitz article re: use of market evidence in valuation litigation (.70); meet with M. Moscato and B. Kotliar re: T. Goren's and J. Levitt's edits to draft of Levine deposition script (.30)

10/04/13 ABH	Mark up designations and counter designations of deposition transcripts, per request of J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40)	1.40
10/05/13 TF1	Review and provide comments on latest draft of stipulated facts in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); emails with Debtor and Levitt are counsel on exchange of objections to exhibit lists (.20); emails with same on case law regarding "stalking horse" bids establishing value (.30); emails with same on proposed stipulations regarding collateral value (.50)	1.40
10/05/13 MJM	Review "contentions" section of pre-trial brief in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); exchange emails with E. Tobin re: objections to Defendants' proposed trial exhibits (.40); work on examination script for deposition of J. Levine (.70); including exchange of emails with T. Goren of Morrison & Foerster re: same (.30)	1.90
10/05/13 EC	Update Defendants' exhibit list to reflect additional documents and alterations to original in in connection	3.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 18

with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); prepare comparison of Plaintiffs' and Defendants' exhibit lists to reflect duplication between the two lists (1.30); formulate objections for response to Defendants of additional exhibits (.20); attend to string of email correspondence with P. Farber of Kramer Levin re: documents included on exhibit list and document numbering to aid in drafting of witness statements (.40)

10/05/13 MPJ	Update Debtors' internal spreadsheet tracking the JSNs' exhibit list, with list of potential new exhibits, to incorporate documents disclosed in the supplemental exhibit list circulated by the JSNs on October 4, 2013 in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review documents identified as additional proposed exhibits by the JSNs and determine whether or not to object to said documents (.50); update Debtors' internal spreadsheet tracking the JSNs proposed exhibit to identify duplicates with the Debtors' proposed exhibits (1.10); review the transcripts of the depositions of J. Horner, L. Kruger, T. Marano, J. Peterson, M. Pinzon, J. Rhulin, Snellenbarger, J. Whitlinger, and B. Ziegenfuse to determine whether any exhibits introduced at said depositions were also included on the JSNs exhibit lists (3.30); review Debtors' spreadsheet tracking the Debtors' intended objections to the JSNs' proposed exhibits to ensure the basis and accuracy of said objections (3.10); update Debtors' spreadsheet tracking the Debtors' intended objections to incorporate comments by E. Tobin regarding the basis and accuracy of the Debtors' objections to said exhibits (1.60)	10.20
10/05/13 SB	Review and assemble package of missing exhibit documents for transfer to Alix Partners per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.60); assist M. Jones and E. Tobin in location of exhibit documents for review re: admission objections (.40)	8.00
10/05/13 ET	Correspondence with R. Abdelhamid of Morrison & Foerster re: Plaintiffs' and Defendants' exhibit lists, correspondence with opposing counsel, and stamping of Plaintiffs' exhibits for trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); attend to matters related to preparing responses and objections to the JSNs' exhibit list, including review of Plaintiffs'	7.50

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 19

responses and objections to the JSNs' exhibit list (2.20); attend to matters related to preparing Plaintiffs' trial exhibit list, including review and revision of list of Plaintiffs' trial exhibits and internal analysis of the same (1.60); attend to issues related to the stamping of Plaintiffs' exhibits for trial in accordance with Judge Glenn's rules (1.30); extensive discussions with R. Abdelhamid of Morrison & Foerster, J. Natividad of Alix Partners and C. Schuster of Iris Data Services re: stamping of exhibits for trial in connection with same (.50); correspond with E. DeLeon of Alix Partners and S. Ballard re: updating of database containing JSNs' proposed exhibits (.50); telephone call with R. Abdelhamid of Morrison & Foerster and C. Siegel of Kramer Levin re: analysis of trial exhibits and responses to potential objections by the JSNs (.20); draft and respond to emails with M. Moscato and T. Foudy re: exhibit list issues and coordination of research re: stalking horse bid procedures (.30)

10/05/13 JCB	Review of publications re: use of stalking horse bids to determine valuation of Debtor's assets and communications among counsel re: same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); review articles published by J. Levine in connection with preparation for Levine deposition (2.10)	3.90
10/05/13 ABH	Complete mark up of designations and counter designations of deposition transcripts, per request of J. Berman in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00)	4.00
10/06/13 TF1	Correspondence with M. Moscato and E. Tobin re: exchange of objections to exhibits, including draft cover email forwarding objections to JSNs, and preparation of information to raise issue with Court in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); review latest draft of legal contentions circulated by D. Blabey of Kramer Levin and provide comments on same (.50); review deposition summaries for Ocwen and AFI witnesses (.20); emails with M. Moscato and E. Tobin concerning scheduled status conference before court and coverage for same (.30)	1.90
10/06/13 MJM	Correspondence with E. Tobin and T. Foudy re: strategy for objections to Defendants' proposed trial exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and	2.80

Silver Point are conflict parties (.30); review rebuttal expert report of J. Levine (.70); participate in conference call with J. Levitt and T. Goren of Morrison & Foerster, G. Horowitz of Kramer Levin, and K. Chopra of CenterView Partners re: Defendants' rebuttal expert reports, in particular J. Levine's rebuttal expert report (1.40); draft email to J. Berman and B. Kotliar re: J. Levine rebuttal report issues (.40)

10/06/13 EC	Attend to finalization of Plaintiffs' exhibit list in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); teleconference with R. Abdelhamid of Morrison & Foerster and E. Tobin re: same (.30); respond to email correspondence from E. Tobin re: disputes with Defendants over exchange of exhibit lists and strategy for preparing exhibits to circumvent delay in meet and confer process in preparation of witness statements (.60); review exhibit list and respond to questions from co-counsel re: same (.20)	1.40
10/06/13 SB	Prepare external circulation copies of Plaintiffs' objections to Defendants' proposed trial exhibits per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review documents to be double stamped per request of E. Tobin (.40)	0.70
10/06/13 ET	Attend to matters related to strategic issues re: objections to the JSNs' proposed trial exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); extensive email correspondence with M. Moscato, T. Foudy, E. Combs, R. Abdelhamid of Morrison & Foerster, and C. Siegel of Kramer Levin re: same (.50); draft emails to B. Carney re: exchange of objections to trial exhibit lists (.70); telephone call with R. Abdelhamid of Morrison & Foerster and E. Combs re: strategic issues, including objections to JSNs' exhibit list and stamping of Plaintiffs' trial exhibits (.30); attend to matters related to finalization of Plaintiffs' trial exhibit list and stamping of documents for trial (2.20); extensive correspondence with E. Combs, S. Ballard, R. Abdelahmid of Morrison & Foerster, J. Natividad of Alix Partners, C. Shuster and D. Abbebe of Iris Data Services re: same (.50); confer with R. Abdelhamid re: update of Plaintiffs' trial exhibit list, and stamping and printing of the trial exhibits (.30); draft emails to R. Abdelhamid, A. Ruiz, J. Rosell, N. Hamerman, C. Siegel, P. Farber and A. Goodman re: same (.30); email correspondence with E. Combs, M. Jones and S. Ballard re: strategy for reviewing	5.20

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 21

Plaintiffs' trial exhibits (.30)

10/06/13 JCB	Review of Levine rebuttal report in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.70); email correspondence with Debtor and Committee counsel re: same (.60)	2.30
10/07/13 SJR	Review deposition prep materials (including deposition scripts, outlines and underlying expert reports) in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.30); review correspondence from T. Foudy and Plan Proponents' counsel re: strategic issues related to JSN litigation and specific strategic issues related to conflict parties in connection with same (1.30)	4.60
10/07/13 TF1	Correspondence with M. Moscato on Levine deposition preparation in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); attend to follow up with conflict parties and to chambers regarding changing status conference to telephonic and adjourning conference (.90); confer with C. Siegel of Kramer Levin on technology for showing exhibits and process for use of exhibits with witnesses (.30); review and edit notice of adjournment for JSN Adversary Proceeding status conference from October 7 to October 10 and attend to service and filing of same (.50); correspondence re: obtaining JSN objections to exhibit list and laying foundation for documents in response to same (.80); conference call with C. Siegel of Kramer Levin and J. Morris of Pachulski on scheduling of witnesses for first week of trial and reviewing information on witness availability in connection with same (1.30); draft trial and post-trial briefing task checklist (2.10); draft emails to Morrison & Foerster, Kramer Levin, and Pachulski on same, and on weekly meeting and on topics to raise with Judge at status conference (.40); review latest draft of Marano witness statement (.70); review emails on expert deposition coverage (.20); review emails on proposed in limine motions (.20); review latest drafts of facts and legal contentions for pre-trial submissions circulated by D. Blabey of Kramer Levin (.80); review summary of Mann deposition (.10)	8.50
10/07/13 MJM	Prepare for deposition of Defendants' valuation expert J. Levine by reviewing relevant expert reports of M. Puntus and J. Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and	5.70

Silver Point are conflict parties (1.00); correspond with T. Foudy re: same (.20); revise Levine deposition script in connection with same (1.00); meet with J. Berman and B. Kotliar re: revising examination script for J. Levine deposition and outline of issues to be addressed at deposition (3.50)

10/07/13 MG8	Draft correspondence to D. Mannal and R. Ringer of Kramer Levin regarding recent developments at CMH Holdings and recommendations with respect to the same in connection with dispute with Cerberus, a conflict party (.50)	0.50
10/07/13 EC	Review exhibit list and identify items to be printed and provided to Court and items to be provided electronically in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.90); prepare chart of materials cited in Puntus witness statement, description of document's use, objections, and proposed responses to objections (2.20); research relating to hearsay exceptions in support of responses to objections on Puntus exhibits (.90); revise exhibit list to include additional exhibits identified by counsel for Creditors' Committee (1.20); correspond with E. Tobin re: submission of electronic and printed documents to court (.20); meet with E. Tobin and S. Ballard to discuss quality control check of documents for submission to court (.40); review documents subject to objection by the Defendants and preparing counterarguments to address those objections (2.70); update Plaintiffs' exhibit list to incorporate additional items identified during Siegert deposition (.70); review correspondence relating to creation of exhibit list to determine purpose for which documents on exhibit list are to be offered (2.10); review document sets to be provided to chambers to identifying errors and communicate with vendor to correct errors in preparation for filing (1.30)	13.60
10/07/13 MPJ	Review draft version of Marano witness statement and identify documents cited therein that the JSNs have objected to (1.00); draft potential responses regarding the admissibility of said documents in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.50); review draft version of the Puntus witness statement and identify documents cited therein, that the JSNs have have objected to, and draft potential responses regarding the admissibility of said documents (1.20); identify documents that the Plaintiffs intend to utilize only as witness reliance materials in connection with responding to the JSNs' objections to certain exhibits (1.50); review and analyze all additional documents that	14.10

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 23

the Debtors intend to enter into evidence for substantive reasons that the JSNs' made material objections to in connection with same (4.00); draft summary sheet tracking (a) the identity of such documents, (b) potential responses regarding the admissibility of said documents, and (c) necessary follow up actions to determine the admissibility of certain documents (3.90)

10/07/13 BMK	Correspondence with M. Moscato re: issues raised in Levine Rebuttal Report to be addressed at the deposition handled by Curtis in connection with preparing for Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); email correspondence with counsel for the Debtors, Committee, JSNs, Wells Fargo, and UMB Bank re: scheduling and arrangements for Levine Deposition to be held at Curtis' office (.20); review miscellaneous documents to be referenced in deposition script such as Levine Rebuttal Report, Puntus Rebuttal Report, RMBS Trustees' objection to DIP Motion, Walter and Ocwen 10K and 10Qs, and Marano direct testimony (2.20); meet with J. Berman and M. Moscato re: reviewing and revising Levine deposition script and outline of issues to be addressed at deposition, including integration of comments received from J. Levitt and T. Goren (3.50); follow-up conference with J. Berman re: incorporating M. Moscato comments to deposition script and revising question formats and description of facts (2.70)	8.90
10/07/13 JTW	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, prepare notice of adjournment of status conference schedule for October 7 at 3:00 p.m. to October 10 at 4:00 p.m. and forward same to T. Foudy for review (.70); correspond with F. Guenthner re: filing of same (.30); coordinate service re: same (.20); assist E. Tobin in preparing the organizational sheet tracking what attorneys will handle certain claims and witness examinations during the JSN Phase I Trial (.30)	1.50
10/07/13 DAB	Correspond with J. Berman re: status of settlement negotiations regarding confirmation in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); revise notice of adjournment of status conference to October 10 related to same (.20)	0.30
10/07/13 FRG	Assist J. Weber in filing Notice of Adjournment of status conference in the JSN Adversary Proceedings where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties	0.50

and submit as-filed copies upon completion of same (.50)

10/07/13 SB	Review stamped trial exhibits received from Iris Data Services for correctness per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.00); review updated stamped trial exhibits received from Iris Data Services for correctness per request of E. Tobin (5.70); prepare sets of trial exhibits objected to by JSNs per request of E. Tobin (3.00); prepare set of trial exhibits cited in T. Marano direct testimony per request of E. Tobin (1.00); prepare printable versions of native files used as trial exhibits per request of E. Combs (1.10); discuss issues re: submission of exhibits to Court with E. Tobin and E. Combs (.40)	15.20
10/07/13 ET	Attend to matters related to preparation of Plaintiffs' Trial Exhibits re: additional exhibits based on documents introduced in witness statements and expert witness depositions in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, Loomis, and Davidson Kempner are conflict parties (.50); review stamping and production issues in connection with same (.80); extensive discussions with R. Abdelhamid of Morrison & Foerster re: strategic issues re: preparation of Plaintiffs' Trial exhibits in connection with same (.50); extensive correspondence with J. Rosell and J. Morris of Pachulski, P. Farber of Kramer Levin, D. Abbebe of Iris Data Services, and E. Combs, M. Jones and S. Ballard re: same (.50); update exhibit lists by reviewing analysis of Plaintiffs' proposed exhibits re: same (.50); attend to correspondence with B. Kotliar re: preparation for deposition of Defendants' expert witness J. Levine (.30); draft and respond to emails with J. Horner, J. Ruhlin, and M. McPherson re: deposition errata sheets and transcript certifications (.30); email correspondence with J. Woodson of Akin Gump re: scheduling and agenda for call with the Court (.10); confer with R. Abdelhamid, C. Siegel re: same and draft email to M. Moscato and T. Foudy re: same (.40); update Plaintiffs' responses and objections to Defendants' proposed exhibit list (2.60); review of draft witness statements in connection with same (1.10); extensive discussions with R. Abdelhamid and A. Ruiz of Morrison & Foerster as well as C. Siegel and A. Miller of Kramer Levin re: same (.40); draft emails to counsel for the JSNs' enclosing Plaintiffs' objections and in response to Defendants' objections to an earlier version of Plaintiffs' trial exhibit list (.50); correspond with M. Moscato re: same (.20); review draft Pretrial Order and draft outline of trial tasks, including witness preparation and post-hearing briefs, in preparation for	10.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 25

weekly strategy meeting (.40); correspond with T. Foudy and J. Weber re: same (.20); draft emails to M. Moscato and T. Foudy re: status of Plaintiffs' trial exhibit list and objections to Defendants' proposed exhibits (.30); meet with S. Ballard and E. Combs re: submission of Phase I trial noteholders. including exhibits to court (.40)

10/07/13 JCB	Review of Puntus report, Puntus rebuttal report, Levine report, Levine rebuttal report and documents cited by Puntus and Levine in connection with preparation for deposition of defendants' expert Jeffrey M. Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.30); meet with M. Moscato and B. Kotliar re: review and revision to Levine deposition script and outline of issues to be addressed at deposition, including integration of comments received from J. Levitt and T. Goren of Morrison & Foerster (3.50); follow-up conference with B. Kotliar re: incorporating M. Moscato comments to deposition script and revising question formats and description of facts (2.70); review of revised Levine deposition outline (.60)	10.10
10/07/13 ABH	Assist in quality check review of received documents, per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00)	1.00
10/08/13 TF1	Correspondence with Debtor and Committee Counsel re: JSN request to extend time to submit pre-trial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); call to court regarding same and trial logistics issues (.50); follow-up discussion in regards to same (.20); review draft analysis of potential witness order in light of witness unavailability issues (.50); emails with E. Tobin regarding JSN exhibit objections and laying foundations for certain documents (.70); attention to JSN exhibit objections, bases for same, and resolving same (1.60); attend to emails regarding agenda for status conference before court (.30); correspondence with R. Abelhamid of Morrison & Foerster, E. Tobin, and C. Siegel of Kramer Levin regarding technology in the court room and retaining vendor in connection with same (1.10); review drafts of witness statements (.90); review pre-trial order (1.20)	7.30
10/08/13 MJM	Work on revising examination script for tomorrow's deposition of Defendants' expert J. Levine in connection with Phase I of the JSN Adversary	9.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 26

Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.20); correspondence with B. Kotliar re: edits and comments to draft examination script relating to questions re: J. Levine's valuations of Residential Capital servicing advances (.40); meet with J. Berman and B. Kotliar to discuss strategy and questions for deposition of J. Levine (2.60); telephonically attended portions of M. Puntus' deposition (not covered by J. Berman) relevant to tomorrow's deposition of J. Levine (1.50); review current draft of Levine deposition examination script (.80); follow-up meeting with J. Berman and B. Kotliar re: further revisions to examination script for J. Levine's deposition as well as related exhibits thereto (1.40); review emails from D. Bloom and J. Weber re: valuation issues arising from M. Puntus' deposition (.40); further review of most recent draft of J. Levine examination script circulated by J. Berman (.50)

10/08/13 EC	Prepare chart of exhibits introduced through testimony of T. Farley with description of referenced text, Defendants' objections and proposed responses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.80); review and revise exhibit lists to separate expert reliance and affirmative evidence with reference to extensive communications prepared in connection with creation of the exhibit list (2.90); update trial exhibit list to include supplemental exhibits identified during expert rebuttal and deposition phase (2.10); prepare file of Plaintiffs' exhibits subject to objection by the Defendants in preparation for meet and confer process (1.80); review electronic files sent for processing to outside vendor to ensure accuracy of final product prepared for submission to court (.30); related follow-up relating to corrupted file uncovered in review (.10)	11.00
10/08/13 MPJ	Identify exhibits used in draft revised T. Farley's direct written testimony that the JSNs' have objected to in order to determine the admissibility of such documents in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); update the Plaintiffs' internal tracking spreadsheet regarding the status of the debtors' objections and likely grounds for evidentiary admissibility in connection with supplemental list of objections circulated by the JSNs on October 7, 2013 (1.30); draft e-mail to Kramer Levin regarding T. Farley's direct testimony and language that could be used to lay the foundation for certain evidence the Plaintiffs wish to introduce into trial (.30); review and analyze draft version of direct written testimony of Mark	6.40

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 27

Renzi to determine whether edits are needed in order to lay the foundation for the admission of certain evidence (1.10); compile documents that the Plaintiffs' have objected to on material grounds for T. Foudy and E. Tobin's use in the meet and confer scheduled for October 9, 2013 regarding the both sides objections to certain evidence (2.50)

10/08/13 BMK	Correspondence with M. Moscato re: edits and comments to draft Levine deposition script handled by Curtis in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); revise draft deposition script per M. Moscato edits, incorporating financial advisor suggestions (1.50); multiple conferences with M. Moscato and J. Berman re: same and review arguments and lines of questioning contained in same to ensure development of key case issues (2.60); research treatment of HARP assets on balance sheets, in connection with same, focusing on Walter's "restatement" between 1Q 2013 and 2Q 2013 with respect to same (.80) follow-up conference with M. Moscato and J. Berman re: final review of script and review of exhibits relied upon, including final review of Levine Expert Report and Rebuttal Report for additional key points and facts (1.40); assist J. Berman with incorporating final edits of M. Moscato to same (1.60); coordinate with Y. Segarra and J De La Rosa for arrangements of Levine deposition such as security clearance for attendees, court reporter confirmation, and hospitality services (.50); coordinate production of all necessary materials and exhibits for Levine Deposition (.70)	9.40
10/08/13 JTW	As per T. Foudy's request, coordinate assembly of materials re: motions in limine filed in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, inclusive of review of final binders and corresponding index, and conferring with copy center re: duplication (1.40); correspond with D. Bloom and M. Moscato re: valuation of collateral for purposes of adequate protection and provide case law to support contentions (.50)	1.90
10/08/13 DAB	Revise Ruhlin deposition transcript errata sheet in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, per E. Tobin direction (1.20); correspond with T. Foudy regarding monitoring of October 9 Omnibus Hearing for potential discussion re: JSN Litigation issues (.10); review of Scopac decision and transcripts per M. Moscato request in connection with rebutting JSNs' arguments with respect to	5.20

valuation methodology for adequate protection purposes (1.40); draft detailed analysis of Motion in Limine to Exclude the Expert Testimony of James Gadsden per T. Foudy request (2.50)

10/08/13 SB	Review electronic copies of stamped trial exhibits per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.20); review for and assemble notes to Residential Capital forms 10-Q for B. Kotliar (.60) prepare index of trial exhibit presented as DVD per request of E. Tobin (.50); organize complete set of stamped trial exhibits for upload to electronic filing system (.90); review sets of Plaintiff's trial exhibits prepared for Court by Iris Data Services per request of E. Tobin (4.50)	10.70
10/08/13 NG2	Locate, compile, and organize numerous materials in connection with Parties' Motions in Limine, per request of J. Weber in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.10)	3.10
10/08/13 ET	Email correspondence with T. Foudy re: Defendants' objections to Plaintiffs' proposed exhibits and Plaintiffs' objections to the Defendants' proposed exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); conference call with R. Abdelhamid of Morrison & Foerster and C. Siegel and N. Foley of Kramer Levin re: strategy for call with Judge Glenn's Courtroom Deputy re: trial preparation logistics (.30); participate in conference call with Judge Glenn's Courtroom Deputy and Law Clerks re: JSNs' request for a one-day extension for submission of the pre-trial order and trial preparation logistics (.50); follow-up emails with T. Foudy, R. Abdelhamid of Morrison & Foerster, as well as C. Siegel and N. Foley of Kramer Levin re: same, including retainer of trial technology consultants (.50); correspond with T. Foudy re: trial logistics and Defendants' objections to Plaintiffs' proposed exhibits (.40); confer with N. Hamerman and A. Goodman of Kramer Levin re: exhibits cited in T. Farley's witness statement (.40); confer with J. Rosell of Pachulski re: exhibits cited in the witness statement of M. Landy (.40); confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: exhibits cited in the witness statements of M. Puntus and T. Marano (.30); draft script for October 10, 2013 status conference before Judge Glenn re: Defendants' refusal to exchange exhibit lists (1.50); correspondence with R. Abdelhamid, E. Combs, S. Ballard, M. Moscato, T. Foudy, and D. Abbebe of Iris Data Services re: issues	10.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 29

re: Plaintiffs' current status of proposed exhibits and related objections (.40); update Plaintiffs' exhibit list in connection with information reviewed from same (1.50); review current draft of spreadsheet tracking same (1.00); draft emails to counsel for the JSNs re: objections to Plaintiffs' proposed trial exhibits on authentication grounds and time to exchange updated exhibit lists (.40); draft cover letter to Judge Glenn enclosing copies of Plaintiffs' trial exhibits (.40); review and revise materials to be provided to the Court containing certain of Plaintiffs' trial exhibits, and correspond with E. Combs and S. Ballard re: same (.30); extensive follow-up correspondence with T. Foudy, E. Combs, and M. Jones related to Plaintiffs' objections to Defendants' proposed exhibits (.50); review certain documents related to Plaintiffs' objections to Defendants' proposed exhibits (.60); analysis of objections of authenticity grounds (.60); conference call with J. Ruhlin and M. McPherson re: deposition transcript and errata sheet, and send updated errata sheet to J. Ruhlin (.40)

10/08/13 JCB	Review and revise deposition outline for defendants' expert J. Levine, including draft and revise questions re: value of HARP/refinancing opportunities in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); participate telephonically in portion of deposition of plaintiffs' expert M. Puntus for testimony relevant to same (3.40); multiple conferences with M. Moscato and B. Kotliar re: same and review arguments and lines of questioning contained in same to ensure development of key case issues (2.60); follow-up conference with M. Moscato and B. Kotliar re: final review of script and review of exhibits relied upon, including final review of Levine Expert Report and Rebuttal Report for additional key points and facts (1.40); work with B. Kotliar to incorporate final edits of M. Moscato to same (1.60)	11.10
10/09/13 SJR	Review Plan Proponents' counsel (including Kramer Levin and Morrison & Foerster) correspondence and Phase I trial materials in connection with Phase I of the JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30)	1.30
10/09/13 TF1	Multiple emails with Kramer Levin and Morrison & Foerster on coordination of trial preparation and finalization of pre-trial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); attention to process for admission of exhibits and resolving objections raised by JSNs and analyzing veracity of	5.90

objections (2.50); participate in "meet and confer" with E. Combs, M. Jones, and E. Tobin, as well as counsel for the Debtors, Committee, and the Defendants on exhibit objections (.70); follow-up call with E. Tobin, E. Combs, and M. Jones and Kramer Levin re: same (.30); review and edit draft follow-up email to JSNs on exhibit objections (.30); attend weekly strategy meeting with counsel for the Debtors and the Creditors' Committee, M. Moscato, and E. Tobin to discuss tasks needed in asking the JSNs to reconsider evidentiary objections based on authenticity and hearsay (1.40)

10/09/13 MJM	Final preparations for deposition of Defendants' expert witness J. Levine, including finalizing examination script in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); conduct deposition of J. Levine (6.80); confer with B. Kotliar and J. Berman re: follow-up activities to J. Levine deposition (.40); review emails and other materials in preparation for the weekly coordination meeting for the JSNs' litigation (.40); attend weekly coordination meeting concerning the JSNs' litigation, with J. Levitt, S. Engelhardt, and T. Goren of Morrison & Foerster, as well as T. Foudy, E. Tobin, and G. Horowitz of Kramer Levin (1.40); review original and rebuttal expert reports of M. Fazio in preparation for tomorrow's deposition of same (1.10)	11.90
10/09/13 MG8	Attend to correspondence with D. Marquardt and L. Delehey of Residential Capital regarding Committee position on timing for pursuing claims against Cerberus, a conflict party, and CMH Holdings with respect to withheld distributions owed to Debtors and related matters (.20)	0.20
10/09/13 EC	Attend teleconference meet and confer with T. Foudy, M. Jones, and E. Tobin as well as co-counsel and opposing counsel to discuss objections to exhibit lists provided by each party with pre-trial order submission in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); follow-up call with T. Foudy, M. Jones, E. Combs, and E. Tobin, as well as Kramer Levin, re: strategy in light of same (.30); review JSN objections to plaintiffs' exhibits in preparation for item by item discussion of authenticity and hearsay objection on meet and confer call (.40); draft categorized list and cover email to Defendants setting forth proposed changes to objections relating to expert material admissibility and requests for reconsideration of hearsay and authenticity objections (3.10); discuss same with M. Jones (.70); review updated Defendants' exhibit list for additional hearsay and authentication waivers and drafting email re: same (.50); attend to	11.40

final preparation of stamped exhibits for delivery to court with S. Ballard assisting for portion of time (2.40); prepare final versions of Plaintiffs' and Defendants' exhibits lists for submission to court with pretrial submission (1.30); revise internal spreadsheet setting forth responses to Defendants' exhibits (1.00); prepare additional responses for new and revised objections (.80); draft email discussing business records exception for M. Moscato (.20)

10/09/13 MPJ	Review updated list of objections circulated by the JSNs on October 8, 2012 and update the Debtors' internal spreadsheet tracking (a) each of the objections made to the Debtors' proposed exhibit lists and (b) the Debtors' responses to such objections in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.50); conduct preliminary research regarding the business records hearsay exception in relation to the Debtors' responses to the JSNs objections (.80); prepare for meet and confer with the JSNs regarding objections to the Debtors' exhibit list (1.10); participate in meet and confer with T. Foudy, E. Tobin, E. Combs, Kramer Levin, and Morrison & Foerster and counsel for Defendants (.70); participate in follow up call with Kramer Levin and T. Foudy, E. Tobin, and E. Combs regarding the above referenced meet and confer (.30); discuss admissibility of certain Debtor exhibits with E. Combs in order to draft e-mail to the JSNs explaining which documents should be admissible as either non-hearsay or an exception to hearsay (.70)	7.10
10/09/13 BMK	Prepare for Levine Deposition at Curtis' offices by finalizing review of all exhibits and expert reports for Deposition and necessary materials for same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); correspond with M. Moscato re: same and final edits to script (.20); input edits to same and review script for page references and open issues in advance of the deposition (.50); correspondence with J. Berman re: same and re: Disclosure Statement portions relevant to DOJ/AG settlements, GSE liabilities, and PSA liabilities (.50); attend Levine Deposition in order to provide support for M. Moscato at same (6.80); follow up conference with M. Moscato and J. Berman re: results of deposition and potential avenues for cross examination (.40); review raw transcript of Levine deposition in connection with preparing deposition summary and cross examination script (.80)	9.90
10/09/13 JTW	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders	1.60

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 32

Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, provide M. Moscato with materials summarizing the DOJ/AG Settlement in preparation for the deposition of J. Levine (.20); in preparation for the deposition of M. Fazio review prior deposition exhibits to identify marked exhibit versions of the AFI stalking horse APA filed on May 13, 2012, and the Final Berkshire Hathaway stalking horse APA (.70) confer with P. Farber of Kramer Levin re: same (.10); provide E. Tobin with brief summary of possible claims held by Residential Capital in connection with the 2009 Tax Allocation Agreement between Residential Capital and Ally (.50); review correspondence from S. Ballard re: access to and internal organization of Plaintiffs' trial exhibits (.10)

10/09/13 DAB	Monitor Omnibus Hearing per T. Foudy request in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.50); review and circulate joint pretrial order entered in connection with same (.20)	3.70
10/09/13 SB	Review native files and assemble for inclusion in Plaintiffs' Exhibit 160 per E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50); oversee delivery of trial exhibits to Court per request of E. Tobin (1.50); organize and file Plaintiffs' Trial Exhibits in electronic filing system per request of E. Tobin (3.00); prepare sets of Plaintiffs' and Defendants' direct witness statements and joint-filed deposition designations per request of M. Moscato (5.70)	11.70
10/09/13 NG2	Organize and compile numerous materials in connection with parties' Motions in Limine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.80); circulate same to E. Tobin T. Foudy, M. Moscato, and J. Berman, per request of J. Weber (.20)	3.00
10/09/13 ET	Attend to emails with E. Combs, M. Jones and T. Foudy re: Defendants objections to Plaintiffs' proposed trial exhibits and compilation of Plaintiffs' trial exhibit list for inclusion in the pre-trial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); attend to tasks related to reviewing and finalizing Plaintiffs' exhibit list, incorporating the JSNs' objections thereto, and Defendants' exhibit list, including Plaintiffs' objections thereto, for inclusion in the proposed pre-trial order (3.00); correspondence with E. Combs, M. Jones, N. Hamerman, D. Blabey and B. Carney re: same (.80);	10.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 33

analyze documents in preparation for meet and confer with Defendants' counsel (.90); update summary and analysis of relevant events as well as communications with opposing counsel (1.70); attend telephonic meet and confer with T. Foudy, E. Combs, M. Jones, and counsel for the Debtors, the Committee, and the Defendants re: Defendants' objections to Plaintiffs' proposed trial exhibits (.70); attend follow-up call with Kramer Levin, T. Foudy, M. Jones, and E. Combs re: strategy moving forward (.30); follow-up tasks, including reviewing and analyzing Plaintiffs' proposed exhibits and drafting proposal to Defendants for reconsideration of evidentiary objections (1.20); attend weekly strategy meeting with counsel for the Debtors and the Creditors' Committee, M. Moscato, and T. Foudy to discuss tasks needed in asking the JSNs to reconsider evidentiary objections based on authenticity and hearsay (1.40); correspond with T. Foudy re: same (.10); draft agenda for October 10, 2013 status conference and provide to T. Foudy (.40)

10/09/13 JCB	Final review of deposition outline for defendants' expert J. Levine and discussions with M. Moscato and B. Kotliar re: same in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); participate in Levine deposition, including discussions with M. Moscato, B. Kotliar, T. Goren, and R. Kieley of Centerview Partners during deposition breaks (6.80); follow-up discussions with M. Moscato and B. Kotliar re: preparation of deposition summary and drafting cross-examination outline for Levine trial testimony (.40)	8.40
10/10/13 SJR	Further review of T. Foudy, M. Moscato and Plan Proponents counsel (including Kramer Levin and Morrison & Foerster) correspondence in connection with Phase I of the JSN litigation in which Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); attend to review of expert deposition documents and strategy (1.00); provide strategy feedback re: same to same (.50)	2.30
10/10/13 TF1	Revise and finalize agenda for status conference before court, including revising in light of comments by J. Levitt of Morrison & Foerster in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); review conflict party Wells Fargo submission regarding joint pre-trial order (.10); attend to responding to evidentiary research questions raised J. Levitt (.60); draft email to D. Blabey of Kramer Levin regarding law for post-trial brief on measuring collateral value for adequate protection purposes (.20); follow-up on	4.20

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 34

response to JSNs best evidence objection to CFDR (.10); review Motion in Limine filed by JSNs against Gadsden (.50); participate in court status conference (1.10); confer with Morrison & Foerster and Kramer Levin regarding trial preparation (.70)

10/10/13 MJM	Review Defendants' "disputed facts" section of the joint pre-trial order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); attend deposition of M. Fazio (8.50); attend portion of conference call with chambers and counsel for Plaintiffs and Defendants re: trial issues in JSNs litigation (.80)	10.20
10/10/13 EC	Research relating to admissibility of materials over an objection based in FRE Rule 408 in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.70); review and revise exhibit list to include newly identified documents (.80); update list in preparation for exchange with Defendants (.40); correspond with E. Tobin re: status of research re: evidentiary objection (.30)	4.20
10/10/13 BMK	Review Levine deposition transcript in order to draft summary of same in preparation for cross-examination in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); conference with J. Berman re: same (.30); draft summary of deposition, focusing on key admissions and other useful testimony to be brought out on cross examination at trial (2.20); begin research re: Federal Rules of Evidence 701 and 702 in connection with admitting testimony of Renzi as an expert under Rule 702 or as a lay opinion under Rule 701 (2.70); draft email to T. Foudy, M. Moscato, and E. Tobin summarizing preliminary results of same (.30); begin draft of bullet point summary of same in order to highlight key legal requirements and case law (2.50); review and revise Levine deposition summary memorandum (.70)	9.90
10/10/13 JTW	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, search Champion Document database as requested by P. Farber of Kramer Levin to locate Exhibit A to the Original AFI/Residential Capital PSA executed and filed on the Petition Date for use in expert deposition (.50); correspond with E. Tobin re: compiling documents in preparation for Trial to being Oct. 15, 2013 (.20); compile all pleadings, JSN Adversary Proceeding court orders, initial disclosures, document	11.20

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 35

requests and responses, and interrogatories and responses in advance of trial to facilitate Plaintiffs' attorneys use and review (5.70); prepare summary sheets and table of contents re: same (4.20); confer with S. Ballard re: same (.60)

10/10/13 SB	Organize and file Plaintiffs' and Defendants' trial exhibits in electronic filing system per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.30); prepare sets of Pretrial Order, joint-filed deposition designations, and direct witness statements for E. Tobin and T. Foudy (1.20); prepare sets of Orders, Initial Disclosures, Interrogatories and Responses, and Document Requests for Court breakout room and counsel war room per request of J. Weber (3.60); conference with J. Weber re: same (.60)	10.70
10/10/13 ET	Review documents related to the Debtors' asset sales that were raised by M. Puntus during deposition and confer with J. Levitt and T. Goren of Morrison & Foerster re: same (.50); extensive discussions with R. Abdelhamid of Morrison & Foerster, A. Miller, and N. Foley, as well as the U.S. Legal Support representatives regarding trial logistics, including technology set-up for trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); correspond with A. Goodman, J. Weber, and S. Ballard re: compilation of binder sets for trial (.90); correspond with T. Foudy and M. Moscato re: same (.40); correspond with E. Combs in connection with research related to Defendants' evidentiary objections (.30); correspond with J. Levitt, G. Horowitz of Kramer Levin, T. Foudy, and M. Moscato re: pre-trial logistics and strategic issues concerning Plaintiffs' exhibit list and Defendants' evidentiary objections (.30); review and analyze documents re: same (1.80); draft email to B. Carney re: status of Defendants' updated objection list (.20); correspond with B. Kotliar re: research in connection with admission of witness testimony under FRE 701 and 702 (.30); confer with R. Abdelhamid of Morrison & Foerster re: pre-trial logistics and strategic issues concerning Plaintiffs' exhibit list and Defendants' evidentiary objections (.40); review and analyze witness statement and exhibits therein, in connection with upcoming Phase I trial (.30); draft summary of exhibits cited in T. Marano's witness statement (.40); draft declaration of T. Hamzehpour re: authentication of exhibits to which the JSNs object on grounds of authentication (1.80); draft email to M. Moscato and T. Foudy re: same (.20)	9.00
10/10/13 JCB	Initial review of final transcript from deposition of J.	6.20

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 36

Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.20); discussions with B. Kotliar re: drafting summary of same (.30); outline areas for cross-examination of Levine at trial including valuation issues re: MSRs, Servicing Advances, and HARP/Refi Opportunity (3.70)

10/11/13 TF1	Meet with B. Kotliar and M. Moscato on research regarding rules 701 and 702 in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); correspondence with J. Levitt on same and admission of Renzi testimony (.20); review research results (.30); review memo on 30(b)(6) witness testimony and possible effect on trial testimony (.80); attention to Phase I exhibit issues, including exhibit lists, objections, resolving objections, and basis/process for admitting exhibits into evidence (2.10); emails on conflict party Wells Fargo's proposed amendments to PTO and new expert reports (.50)	4.40
10/11/13 MJM	Follow up emails with E. Tobin and T. Foudy re: trial exhibit list issues in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); meet with T. foudy and B. Kotliar to discuss preliminary research re: FRE 701/702 as applied to Mark Renzi's testimony (.50); review materials re: admissibility of M. Renzi direct testimony, including relevant legal sources as well as B. Kotliar's "cheat sheet" re: same (1.70); follow-up discussion with B. Kotliar re: FRE 701 and 702 as it relates to admissibility of Renzi direct testimony (.40); exchange numerous emails with attorneys for the Debtors and Creditors Committee re trial preparation issues (.90)	4.20
10/11/13 EC	Attend to research re: whether motions, orders, and other filings from a court proceeding other than the instant action are admissible for their independent legal significance in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and coordinate with M. Jones regarding same (1.10); attend to research on purposes for which documents admitted pursuant to 801(c) definitional exclusion from hearsay, such as independent legal significance, can be offered (1.60); draft email re: same (.30); meet with E. Tobin and M. Jones re: exhibit list assignments (.30); draft email proposing response to Defendants' proposed limitations on use of documents (.50); prepare chart of exhibits reference in witness statement of Marano with	13.30

description of use of exhibits, Defendants' objections to cited documents (1.80); draft proposed responses to Defendants' objection re: same (1.30); prepare similar chart for Puntus direct testimony (2.50); prepare similar chart for Farley direct testimony (2.60); prepare four spreadsheets dividing all of Plaintiffs exhibits into those for which a business records and authentication basis has been provided, those requiring authentication, those requiring a basis as business records, and those for which another basis for admission is being asserted to track admissibility of Plaintiffs' documents and steps to be taken to ensure admissibility (1.30)

10/11/13 MPJ	Confer with E. Tobin and E. Combs to discuss assignments relating to exhibit lists for the remainder of the day in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review and analyze direct testimony of M. Puntus (2.50); prepare initial "cheat sheet" of documents directly cited by Puntus, in order to allow easy introduction of said exhibits into evidence at trial (1.40); in coordination with E. Combs, research case law regarding the introduction of documents into evidence for their independent legal significance, with a specific focus on the introduction of pleadings and other court filings to demonstrate their independent legal significance (1.10)	5.30
10/11/13 BMK	Review and revise bullet point summary of standards for admitting opinion testimony under Federal Rules of Evidence 701 and 702 for Renzi testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.70); conference with M. Moscato and T. Foudy re: same and additional arguments to be raised under Rule 701 regarding personal knowledge and foundation (.50); perform additional research re: same, focusing on Rule 701(a) and the direct personal knowledge requirement (2.10); draft Renzi script incorporating bullet summary points and located caselaw on Rule 701 (2.10); follow-up discussion with M. Moscato re: same (.40); review Renzi deposition transcript for relevant facts regarding analysis and conclusions reached (1.60); review and revise draft script incorporating all facts, law, and arguments from the above (1.80)	11.20
10/11/13 JTW	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, prepare materials, including pleadings, court orders, motions to dismiss and related filings, and expert reports filed in JSN Adversary Proceeding per S. Reisman (2.90)	2.90

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 38

10/11/13 AA	Edit memorandum regarding 30(b)(6) witness preparation issues in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and forward same to T. Foudy (1.20)	1.20
10/11/13 FRG	Assist J. Weber in preparing materials re: key documents and expert reports in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); calendar various dates in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review order pertaining to same and submit relevant questions for non-static deadlines and hearing dates to D. Bloom (.30)	1.20
10/11/13 SB	Prepare breakout room materials for delivery to Courthouse in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); deliver same per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50); prepare markup of Levine deposition transcript for use with script per request of J. Berman (1.00); prepare sets of expert deposition transcripts per request of M. Moscato (2.00); prepare set of new JSN trial exhibits for E. Tobin to review for possible objections (.50)	6.00
10/11/13 NG2	Edit documents in connection with Parties' Motion in Limine, per request of J. Weber (.50)	0.50
10/11/13 ET	Review Plaintiffs' trial exhibits in connection with drafting arguments in support of admissibility of same in connection with Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Loomis, Silver Point, and Davidson Kempner are conflict parties (2.60); draft arguments in support of admissibility of same (4.40); correspond with E. Combs and M. Jones re: same (.40); draft and respond to emails with B. Carney of Akin Gump re: exchange of updated exhibit lists and objections thereto (.50); participate in teleconference with B. Carney and N. Weiss re: submission of excel versions of trial exhibit lists, per Judge Glenn's instructions (.30); continue to draft declaration of T. Hamzehpour re: authentication and foundation of exhibits under the Business Records exception over the JSNs' objection, in preparation for Phase I of the JSN Adversary Proceeding (2.40); meet with M. Jones and E. Combs re: exhibit list and project	10.90

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 39

assignments re: same (.30)

10/11/13 JCB	Complete review of deposition transcript of J. Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); draft cross-examination outline of Levine for use at trial (1.70)	4.70
10/11/13 ABH	Deliver documents to courthouse in preparation for trial, per request of S. Ballard in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00)	1.00
10/12/13 TF1	Conference call with M. Moscato, E. Tobin, B. Kotliar, E. Combs, and M. Jones to discuss outstanding work streams with exhibit objections, and scripts for addressing expected witness objections in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); emails in regard to same and particularly argument about CFDR and addressing same (.50); emails with JSNs' counsel regarding expected cross exam times, outstanding discovery requests, and exhibit objections (.30); review and revise draft script for responding to anticipated objection to Renzi testimony (.60); review draft script for responding to expected 30(b)(6) witness statements and emails regarding same in order to gather factual information relevant to same (.80)	2.80
10/12/13 MJM	Confer with E. Combs and A. Astiz regarding project re: identifying deficiencies in Ad Hoc and UMB 30(b)(6) deposition preparation in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review spreadsheet summarizing above deposition preparation deficiencies by UMB and the Ad Hoc Group (.50); teleconference with T. Foudy, E. Tobin, M. Jones, E. Combs, and B. Kotliar re: research projects re: scripts for addressing anticipated evidentiary objections at the Phase I trial (.60); begin review of deposition transcript of M. Renzi in order to analyze whether his testimony is admissible under either FRE 701 or 702 (1.30); discussion with B. Kotliar re: admissibility of M. Renzi written direct examination under either FRE 701 or 702 (.40); edit draft "cheat sheet" for argument at trial re: admissibility of M. Renzi written direct examination (.90); follow-up discussion with B. Kotliar re: revising "cheat sheet" relating to admissibility of M. Renzi's written direct testimony (.50); correspondence with T. Foudy, E. Tobin, and B. Kotliar re: FRE 701 and 702 as they relate to M. Renzi testimony (.40); review emails from J. Levitt re: issue of admissibility of portions of T.	6.80

Marano and M. Puntus written direct examinations (.30); discussion with J. Berman re: creation of "cheat sheet" to be used at trial for argument in support of admissibility of portions of T. Marano and M. Puntus written direct examinations (.40); edit draft of "cheat sheet" for argument in support of admissibility of T. Marano and M. Puntus written direct examination (.60); discussion with J. Berman re: edits to "cheat sheet" in support of admissibility of T. Marano and M. Puntus written direct examinations (.40)

10/12/13 EC	Attend teleconference with M. Moscato, T. Foudy, E. Tobin, M. Jones, and E. Combs re: research projects relating to evidentiary issues arising from expert testimony and 30(b)(6) witnesses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review direct testimony of Renzi and prepare chart detailing all introduced exhibits, all noted objections, and all potential responses to objection (1.20); confer with M. Moscato and A. Astiz re: research project re: remedies for Rule 30(b)(6) deposition issues (.50); review and analyze updated list of objections provided by defendants to determine number of additional or changed objections and number of objections dropped and updating internal tracking lists to reflect changes (.40) revise chart of testimony provided by UMB and the Ad Hoc Group indicating a lack of sufficient preparation of trial attorneys to respond to the Defendants' claims that Residential Capital witnesses were unprepared for 30(b)(6) depositions and should therefore be precluded from certain trial testimony (2.10); prepare chart reflecting all Plaintiffs' exhibits where a witness provides a basis to assert the business records exception to the hearsay rule and the basis provided in that testimony (.80); prepare chart reflecting all exhibits subject to hearsay objections with the proposed response to those objections in preparation for upcoming trial (1.40); prepare chart of all documents objected to on the basis of hearsay that could be admitted pursuant to the business records exception to the hearsay rule for use in the drafting of an authenticating declaration by T. Hamzehpour (.30); review and revise chart of exhibits referenced in Marano direct testimony to expand and correct responses to expected objections and other changes identified in the revised direct testimony (.90); review and revise chart of exhibits referenced in Puntus direct testimony to expand and correct responses to expected objections and other changes identified in the revised direct testimony (1.10); update internal master exhibit list to reflect change of additional documents to the expert reliance category for which opposition to objections no longer need be asserted (.40); draft response email to M. Jones describing responses to	14.30
-------------	--	-------

hearsay objections and documents previously identified as offered for expert reliance only (.20); revise and update chart of all exhibits cited in Farley direct testimony to include additional information about use of documents and proposed responses to objections raised by Defendants to documents included therein (2.80); review witness statements to update master list of exhibits to reflect proposed use of exhibits and witness with whom exhibit will be entered (.70); research and review law relevant to admission of hearsay and documents subject to rule 408 of the Federal Rules of Evidence to assist in preparation of witness specific objection and response charts (.90)

10/12/13 MPJ	Review and analyze direct testimony of M. Puntus to update previously produced cheat sheet and identify all documents not directly cited by Exhibit Number into evidence in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.40); participate in teleconference with M. Moscato, T. Foudy, E. Tobin, E. Combs, and B. Kotliar regarding expert testimony and 30(b)(6) witnesses evidentiary issues (.60); update cheat sheet of T. Farley for introduction of exhibits into evidence prepared by E. Combs (2.20); prepare initial cheat sheet for direct testimony of M. Renzi to enable introduction of documents cited therein into evidence (1.50); update Debtors' internal list tracking material objections made by the JSNs to incorporate most recently circulated JSN objection list (1.30); research case law discussing whether pleadings or court filings can be introduced into evidence as non-hearsay if they are offered solely to demonstrate that the motions were made in the first place (2.50)	11.50
10/12/13 BMK	Attend teleconference with M. Moscato, T. Foudy, E. Tobin, M. Jones, and E. Combs re: research projects re: evidentiary issues relating to expert testimony and 30(b)(6) witnesses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); email correspondences with M. Moscato re: issues arising in Renzi deposition transcript relating to admissibility of evidence under FRE 701 and 702 (.60); review cases relied upon in draft Renzi script to verify appropriate standards (1.10); teleconferences with M. Moscato re: issues raised in Renzi deposition transcript and edits/comments to draft script re: same (.40); review and revise draft script including application to facts, formulation of the rule, and various bullet-points highlighting relevant issues to address (2.30); follow-up conference with M. Moscato re: edits to "cheat sheet" of 701/702 research re: Renzi testimony (.50); review and revise draft script per M. Moscato edits (.40); draft	6.10

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 42

and send email to J. Levitt at Morrison & Foerster re: draft script and highlighting relevant issues (.20)

10/12/13 AA	Review 30(b)(6) witness transcripts and prepare memorandum regarding witness preparedness in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.20); research regarding exceptions for 30(b)(6) witness preparation and attorney conversations on behalf of company in connection with same (2.90); conference with M. Moscato and E. Combs re: research assignment re: same (.50)	6.60
10/12/13 ET	Participate in teleconference with M. Moscato, T. Foudy, B. Kotliar, M. Jones, and E. Combs re: research projects re: evidentiary issues relating to expert testimony and 30(b)(6) witnesses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); email correspondence with P. Farber of Kramer Levin and J. Rosell re: responses and objections to Defendants' newly added proposed trial exhibits (.30); email correspondence with M. Moscato, T. Foudy, E. Combs, and M. Jones re: research related to admissibility of Plaintiffs' trial exhibits (.40); draft and respond to emails with attorneys for the Debtors and the Creditors' Committee re: evidentiary issues, including admissibility of Plaintiffs' trial exhibits, and research for J. Levitt re: evidentiary issues (1.90); review and analyze Defendants' newly added proposed trial exhibits, in order to update response and objection spreadsheet (.50); provide same to B. Carney of Akin Gump (.10); analyze witness statements submitted by T. Farley, T. Marano, M. Renzi, and M. Puntus (1.00); review charts analyzing admissibility of exhibits cited therein (2.50); analyze Defendants' objections to Plaintiff's trial exhibits in connection with strategy response to same (.60); draft responses/objections to same re: arguments in support of admissibility (2.40); provide same to J. Levitt (.10); correspond with M. Moscato and T. Foudy re: research issues related to admissibility of M. Renzi's testimony and the Consolidated Financial Data Repository (.50); email correspondence with N. Hammerman of Kramer Levin and J. Rosell of Pachulski re: rebuttal of JSNs' objection to admissibility of the Consolidated Financial Data Repository (.40); discussions with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: evidentiary issues, focusing on the JSNs' objections to Plaintiffs' trial exhibits (.60)	11.90
10/12/13 JCB	Discussions with M. Moscato re: preparation of memorandum summarizing counterarguments to JSNs' potential attempt to exclude testimony of Debtors'	6.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 43

witnesses M. Puntus and T. Morano in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); draft memorandum re: same (3.50); research re: obligation to prepare 30(b)(6) witness on topics exclusively within attorney's knowledge (1.10); follow up discussion with M. Moscato re: edits to memo re: analysis of M. Puntus and T. Morano evidence (.40); revisions to memorandum re: admissibility of Debtors' testimony consistent with M. Moscato comments (.60)

10/13/13 TF1	Correspondence with M. Moscato and E. Tobin regarding "hearsay cheat sheet" and other issues surrounding resolving objections to exhibits, with particular focus on Consolidated Financial Data Repository issues, and moving exhibits into evidence and 30(b)(6) evidentiary questions in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); call with M. Moscato on outstanding project tasks and work streams (.10); revise "cheat sheet" with regard to admissibility of evidence sought to be admitted with various debtor witness direct testimony (.20); emails with J. Weber concerning meaning of reservation of rights language in cash collateral order and extensions (.10); emails with E. Tobin on additional discovery requests from JSNs (.10)	0.80
10/13/13 MJM	Review multiple drafts of Plaintiffs' Reply Brief in Support of their Motion in Limine To Exclude Defendants' Expert Testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); edit draft memo re: deficiencies in Defendants' preparation of their 30(b)(6) witnesses (.60); discussion with E. Combs re: memo re: deficiencies in Defendants preparation of their 30(b)(6) witnesses (.40); review draft memo re: admissibility of the Consolidated Financial Data Repository (.40); discussions with N. Mazanitis and J. Berman re: revisions to draft memo re: admissibility of the Consolidated Financial Data Repository (.50); edit revised drafts of memo re: admissibility of the Consolidated Financial Data Repository (.80); follow-up meeting with N. Mazanitis re: finalizing memo re: admissibility of the Consolidated Financial Data Repository (.40); review draft certification of T. Hamzehpour re: admissibility of various business records (.40); correspond with E. Tobin re: edits to T. Hamzehpour certification (.30); review drafts of memo re: arguments for admissibility of documents to which Defendants have objected on hearsay grounds (.90); discussions with E. Combs re: revisions to above hearsay memo (.70); final review of	6.50

same (.50); call with T. Foudy re: outstanding project tasks re: Phase I trial preparation (.10)

10/13/13 EC	Meet with N. Mazanitis to discuss certain background details of compilation and maintenance of the Consolidated Financial Data Repository tracking database and potential uses of material at trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); draft memorandum setting forth basis for response to all objections to Plaintiffs' exhibit list for use in Phase I trial (6.80); meet with M. Moscato to review and revise draft explanation of hearsay objections to JSNs' exhibits (.70); revise draft memorandum relating to 30(b)(6) testimony of UMB and the Ad Hoc Group to demonstrate lack of preparedness and lack of knowledge on certain critical issues (3.10); meet with M. Moscato to discuss revisions to 30(b)(6) memorandum (.40); research relating to whether court filings in bankruptcy can be admissible for their independent legal significance in a related adversary proceeding (1.20); update Plaintiffs' and Defendants' exhibit lists to reflect identification of additional duplicates and further discussions of exhibits through meet and confer process (.90); review proposed amended stipulation sent by conflict party Wells Fargo (.30); research relating to admissibility of hearsay-within-hearsay and applicability of FRE 803 (14) and (15) relating to records affecting an interest in property to aid in preparation of memorandum on responses to potential objections (1.70)	15.30
10/13/13 MPJ	Continue research of case law regarding the admission of motion papers and other legal filings into evidence as documents of independent legal significance in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); update summary chart tracking the JSNs' objections to incorporate E. Tobin's comments regarding citations to witness statements (.50)	1.50
10/13/13 DAB	Analyze JSNs' Reply in Support of their Motion in Limine to exclude certain of Gadsden's testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20)	1.20
10/13/13 SB	Review Plaintiff's trial exhibits to ensure completeness and proper preparation of same, per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	2.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 45

conflict parties (2.00)

10/13/13 NM	Research the standards for the reliability of a business record pursuant to Fed. R. Evid. 803(6) and admissibility of Consolidated Financial Data Repository in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.10); confer with E. Combs re: relevant background material re: same (.20); review background correspondence re: same (.50); meet with J. Berman and M. Moscato re: same (.50) draft memorandum re: same (2.00); follow up meeting with M. Moscato re: research re: same (.40); research whether a business record is reliable if a party contends that it is fraught with errors (1.50); revise memorandum re: same (1.00); draft explanation of the business records exception (.50); draft Certification of Business Records (.50)	10.20
10/13/13 ET	Correspondence with N. Mazanitis and M. Moscato re: research of admissibility of the Consolidated Financial Data Repository under the business records exception in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); email correspondence with N. Hamerman of Kramer Levin re: same (.30); correspond with E. Combs and M. Jones re: compilation of arguments in support of admissibility of exhibits to which the JSNs object on hearsay grounds (.50); attend to tasks related to review and analysis of Defendants' objections to Plaintiffs' trial exhibits and researching and arguments in support of admissibility of Plaintiffs' exhibits (3.00); correspond with M. Moscato, T. Foudy, and J. Levitt of Morrison & Foerster re: the same (1.00); confer with R. Abdelhamid of Morrison & Foerster re: strategic issues, including script for offering Plaintiffs' exhibits at trial (.50); draft email to J. Levitt re: same (.20); review and analyze Plaintiffs' exhibits to which JSNs object on hearsay grounds (1.50); draft declaration of T. Hamzehpour certifying the documents as business records under F.R.E. 80(3)(6) (.80); correspondence with R. Abdelhamid and A. Ruiz of Morrison & Foerster and J. Levitt re: same (.80)	9.00
10/13/13 JCB	Confer with M. Moscato and N. Mazanitis re: preparation of summary of counterarguments to JSNs' contention that the "CFDR" (Consolidated Financial Data Repository) is inadmissible hearsay and violates the best evidence rule (.50); research best evidence rule in connection with same (.90); draft bullet point summary of responses to JSNs' arguments using results of research and analysis re same (.80); draft and revise executive summary re: responses to JSNs' argument (.40); final review and revisions to summary	3.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 46

document (.40)

10/14/13 TF1	Review and provide comments to draft opening statement powerpoint in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); attend meeting at Kramer Levin to review opening statements (2.10); attend to issues regarding admission of exhibits and resolution of hearsay and authentication objections, including review and edit of draft witness certifications to lay foundation for business records (1.70); meet with M. Jones, E. Combs, E Tobin, and M. Moscato on bases for overcoming JSN objections to documents (1.30); emails on "cheat sheets" regarding various evidentiary issues expected to arise at trial, including adequacy of 30(b)(6) witnesses, "CFDR" (Consolidated Financial Data Repository) admissibility, and hearsay rules (.40); confer with M. Moscato on same (.30); review and exchange emails on conflict party Wells Fargo stipulation regarding pre-trial order (.50); prepare materials for court in advance of Phase I trial and discuss same with M. Moscato (.30)	7.80
10/14/13 MJM	Discussion with E. Combs re: hearsay/admissibility issues concerning plaintiffs' proposed trial exhibits (.30); discussion with T. Foudy re: JSNs trial preparation issues (.30); review draft slides for J. Levitt's (of Morrison & Foerster) opening statement in the JSNs trial (.40); review letter to C. Shore of White & Case re: production of May 12, 2012 presentation to Ad Hoc Group (.20); correspond with E. Tobin re: plaintiffs' trial exhibit admissibility issues (.30); meet with T. Foudy, E. Tobin, E. Combs, and M. Jones re: plaintiffs' trial exhibits admissibility issues (1.30); review M. Puntus, T. Marano, and T. Farley written direct examinations in preparation for commencement of trial tomorrow (1.20); review T. Marano deposition transcript in preparation for tomorrow's trial testimony (.90); correspondence with T. Foudy and E. Tobin re: new certifications to support admissibility of numerous exhibits to which Defendants are objecting (.50); meet with J. Levitt of Morrison & Foerster, G. Horowitz of Kramer Levin and other counsel for Debtors and Creditors Committee to preview plaintiffs' opening statements in JSN trial (4.50); collect and review various evidentiary "cheat sheets" prepared for phase I JSN trial (.50); follow up correspondence with E. Tobin and E. Combs re: Defendants' new proposed trial exhibits (.20)	10.60
10/14/13 EC	Meet with M. Moscato to discuss admissibility of motions as statements of independent legal significance in response to Defendants' objections on the basis of hearsay in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and	12.30

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 47

noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); meet with E. Tobin and S. Ballard to discuss corrections and updates to Plaintiffs' exhibit list and final preparation of full and correct copies of exhibits for delivery to the court in preparation for trial (.20); meet with T. Foudy, M. Moscato, M. Jones and E. Tobin to review documents proposed to be certified as business records and discuss strategy for admission of documents pursuant to business records or other exception (1.30); draft letter to Defendants attaching updated production disks of trial exhibits correcting a printer's error (.40); correspondence with M. Moscato and E. Tobin re: potential counter arguments to objections based on Rule 805 of the Federal Rules of Evidence as related to presentation made to Junior Secured Noteholders by Houlihan Lokey and produced in the adversary proceeding (.20); update and revise outline of responses to anticipated hearsay objections to also reflect additional information relating to objections arising from Rule 805 (1.10); revise outline of responses to categories of anticipated objections to Plaintiffs' exhibits with additional explanation of potential non-hearsay uses of documents and law supporting non-hearsay uses (2.80); prepare collection of documents that are subject of business records certification for review by senior attorneys and attesting witnesses (.40); draft email to R. Abdelhamid of Morrison & Foerster explaining proposed changes to electronic documents provided to Judge Glenn relating to printer's error in compilation of DVDs submitted along with trial exhibits (.20); review Defendants' additions to their exhibit list and drafting objections or responses in preparation for additional exchange of objections (.80); review documents and meet with E. Tobin to review all objected to documents and prepare master list of objections by type, by offering witness, and by potential responses (2.80); update memorandum on admissibility of documents objected to by Defendants to reflect additional categorizations of documents and additional responses to objections identified through review of all documents (1.50); review and revise master lists of Defendants and Plaintiffs objections and prepare presentation versions for use by counsel in trial (.30)

10/14/13 MPJ Prepare for meeting with T. Foudy, M. Moscato, E. Tobin, and E. Combs regarding drafting of declaration for T. Hamzehpour certifying various documents as business records in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); participate in meeting with T. Foudy, M. Moscato, E. Tobin, and E. Combs to discuss which documents should be certified as business records by the T. Hamzehpour declaration

7.40

in order to overcome the JSNs' hearsay objections (1.30); draft cheat sheet for trial use responding to JSNs' potential argument that the T. Hamzhepour Declaration was filed late (3.50); update above referenced cheat sheet to incorporate J. Berman's comments (1.10); research case law whether a party may raise a timeliness objection when that party is responsible for the delay that they object to (1.10)

10/14/13 BMK	Review and revise draft summary of Levine deposition taken by Curtis in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); correspond with M. Moscato and J. Berman re: same (.20); review materials relevant to the Phase I trial including direct witness statements, complaints, counterclaims, deposition designations, and motions in limine (2.70); correspond with E. Tobin re: filing of Hamzhepour declaration prior to JSN litigation and arrange for filing and service of same (.20); file and serve Hamzhepour declaration on both adversary dockets and email counsel with courtesy copies (.50)	5.00
10/14/13 FRG	Assist B. Kotliar in filing of Certification of Tammy Hamzhepour in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50)	0.50
10/14/13 SB	Review natively produced trial exhibits for files converted to hard copy format per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); assemble trial exhibits to be replaced with native file versions and transmit same to Iris Data Services (.50); telephone call with Iris Data Services re: trial exhibits to be updated with native files (.10); meet with E. Tobin and E. Combs re: updates to Plaintiff's trial exhibits (.20); prepare set of replacement trial exhibits for Court per request of E. Tobin (.20); assemble sets of trial exhibits to be certified in witness certifications per request of E. Tobin (1.10); draft cover letter for replacement trial exhibit DVDs to be circulated to Counsel per request of E. Tobin (.40); prepare replacement trial exhibit DVDs for circulation to Counsel (1.30); prepare data rooms for delivery to witnesses of documents to be certified per request of E. Tobin (1.40); exchange emails with Iris Data Services re: procedure and logistics of trial exhibits to be updated with native files (.80); load updated Defendants' trial exhibits to electronic filing system (2.30); prepare set of witness declaration exhibits for transfer to S. Engelhardt and deliver same per request of E. Tobin (1.60)	11.10

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 49

10/14/13 NM	Research further whether a business record is reliable if a party contends that it is fraught with errors in connection with admissibility of other items among the Consolidated Financial Data Repository in Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.00)	2.00
10/14/13 ET	Correspond with M. Moscato and T. Foudy re: admissibility of Plaintiffs' trial exhibits in connection with preparing for the Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30); review documents admissible under the business record exception to the rule against hearsay in connection with admitting exhibits for the Phase I trial (3.80); meet with M. Moscato, T. Foudy, E. Combs, and M. Jones to review the same (1.30); draft Business Records Certification of T. Hamzehpour (2.10); prepare same for filing on the JSN adversary proceeding dockets (.30); correspondence with M. Moscato, T. Foudy, and B. Kotliar re: finalizing same for filing (.40); draft Business Records Certification of T. Farley (1.80); correspondence with S. Englehardt of Morrison & Foerster and M. Moscato and T. Foudy re: same (.30); email correspondence with B. Carney of Akin Gump re: additional exhibits provided by Defendants in advance of the Phase I trial (.70); draft email of analysis of same to counsel for Debtors and Unsecured Creditors' Committee (.80); follow-up correspondence with S. Englehardt and M. Moscato re: same (.40); meet with E. Combs and S. Ballard re: formal preparation of exhibits for trial (.20)	12.40
10/14/13 JCB	Review and finalize memorandum summarizing deposition of Jeffrey M. Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.20); review revised memorandum summarizing arguments re: admissibility of statements that are non-hearsay or exceptions to hearsay (2.00); review revised memorandum re: establishing foundation for admissibility of documents as business records (1.50); discussions with M. Jones re: same (.40); research summarize case law re: good cause for making submission after deadline set in pretrial order (1.10)	7.20
10/15/13 TF1	Attend Day 1 of Phase I trial in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.40); work on preparation of Marano witness testimony during breaks (1.10); review Marano and Puntus direct witness testimony; (1.20); attend portion of post-court meeting	9.00

with Kramer Levin, Morrison & Foerster, and Pachulski to review results of day and to prepare for next day of trial (1.30)

10/15/13 MJM	Final preparations for commencement of opening statements and T. Marano testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); attended plaintiffs' and defendants' opening statements for JSNs trial (3.50); meet with T. Foudy, and J. Levitt of Morrison & Foerster re: T. Mariano's upcoming trial testimony (1.40); attend T. Marano's trial testimony (2.70); attend M. Puntus' trial testimony (.30); meet with T. Foudy, J. Levitt, G. Horowitz of Kramer Levin, and other counsel for debtors and Creditors Committee to prepare for tomorrow's trial session, including discussion of issues relating to section 5(g) of the cash collateral order and preparation for testimony of M. Renzi (3.20)	12.50
10/15/13 EC	Attend opening statements JSN trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.40); review exhibit list and prior emails to gather history of discussions with Defendants and co-counsel relating to exhibits in support of admission (.30); review report and testimony of M. Puntus for support on admissibility of documents cited therein (.90); review and revise Plaintiffs' exhibit list to reflect non-hearsay uses proposed for certain documents and information on admission of certain documents offered at trial (.70); review and revise charts of documents introduced in testimony of Farley and Renzi to reflect admissions and changes in classification for certain documents now to be relied on as expert materials only (.30)	7.60
10/15/13 BMK	Attend the phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.40); draft summary of opening statements and cross examinations with a focus on impact on trial and potential impact on Phase II trial issues and circulate same to S. Reisman, T. Foudy, M. Moscato, E. Tobin, J. Berman, D. Bloom, and J. Weber (.50); coordinate and supervise filing of Farley Certification on both adversary dockets and arrange service of same with KCC (.50)	6.40
10/15/13 JTW	Review summary provided by B. Kotliar re: the JSN Adversary Proceeding trial hearing held on October 15 (.60)	0.60
10/15/13 SB	Assemble set of updated trial exhibits and circulate to co-counsel per request of B. Kotliar in connection with	4.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 51

Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); collect deposition materials for recently deposed experts and prepare packages of same for load to West LiveNote (.20) file Defendants' replacement exhibits in electronic filing system per request of E. Tobin (3.50)

10/15/13 NG2	File additional Certification of Teresa Rae Farley, on both adversary dockets in connection authenticating certain evidence for arguing Phase I JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties [Doc No. 98] on the Adversary Docket 13-01343 and [Doc No. 156] on Adversary Docket 13-01277, per request of B. Kotliar (.60)	0.60
10/15/13 ET	Attend the Phase I trial in the JSN Adversary Proceeding, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.40); confer with J. Levitt, T. Goren, S. Martin, and R. Abdelhamid of Morrison & Foerster, N. Foley, E. Lintz, and P. Farber of Kramer Levin re: preparation for trial and exhibit related issues, including responses to JSNs' hearsay objections to exhibits introduced through testimony of T. Marano (1.50); confer with S. Engelhardt of Morrison & Foerster, N. Hamerman of Kramer Levin, and T. Farley re: introduction of exhibits under business record exception to the rule against hearsay (.20); confer with K. Chopra re: Plaintiffs' Exhibits 140 and 141 (.20); review revised certification of T. Farley (.40); correspond with E. Combs and B. Kotliar re: same (.10); confer with B. Carney and J. Winters re: the JSNs' proposed trial exhibits (.30); correspond with E. Combs and S. Ballard re opening statements, trial testimony of T. Marano, and exhibit related issues related to the Phase I trial in the JSN Adversary Proceeding (.50); review trial transcripts and update chart of exhibits admitted through testimony of T. Marano (1.40); review and analyze Defendants' trial exhibits and update Plaintiffs' responses and objections thereto (1.00)	11.00
10/15/13 JCB	Review of opening statement presentations by plaintiffs and defendants in Phase I trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); review of T. Farley certification (.40); review of communications re: first day of Phase I trial (.60)	2.00
10/15/13 MM9	Organize witness deposition transcripts and exhibits of E. Siegert, M. Renzi, and J. Gadsden in preparation for attorney review in connection with Phase I of the JSN	1.10

Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10)

10/16/13 TF1	Participate in second day of trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.10); confer with J. Levitt of Morrison & Foerster on preparation of re-direct of M. Puntus (.30); meet at Kramer Levin in evening to discuss preparation for next day's trial (.60)	6.00
10/16/13 MJM	Review draft of J. Levine cross-examination script in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); discussion with J. Berman and B. Kotliar re: J. Levine cross-examination script (.50); review J. Levine deposition transcript for purposes of drafting trial examination script (.90); attend Wednesday trial testimony and assist Debtors and Creditors' Committee counsel with trial and examination strategy (8.10); meet with G. Horowitz at same, as well as J. Levitt and T. Goren of Morrison & Foerster re: trial strategy (.80); meet with J. Levitt and T. Goren re: trial examination script for upcoming cross-examination of J. Levine (1.10); discussion with J. Berman re: revising J. Levine cross examination script (.90)	13.50
10/16/13 EC	Prepare synopsis of offered exhibits for master list of admitted documents by reviewing transcript of October 15 trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); prepare summary of documents not yet admitted to evidence from Plaintiffs' list in preparation for moving documents in to evidence in bulk (2.70); review and update individual witness analysis charts with information from first day's testimony and exhibits moved in to evidence during first day of trial (3.20); review additional documents placed into evidence by Defendants in prior day's trial for potentially objectionable material (.60); prepare exhibit list for submission reflecting Plaintiff's objections to Defendants additional exhibits (.40) confer with E. Tobin, and S. Ballard re: M. Puntus, T. Farley, and M. Penzi trial testimony (.40)	8.60
10/16/13 BMK	Attend portion of the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.30); teleconference with M. Moscato and J. Berman re: drafting of Levine cross examination script and necessary portions of deposition to elicit on	8.00

cross (.50); related follow-up correspondence with J. Berman and M. Moscato (.20); draft portion of Levine cross script relating to HARP/Refi Opportunity Assets and cost to service (1.20); conference with J. Berman re: same and relevant portions of transcript (.50); correspondence with E. Tobin and S. Ballard re: exhibits and materials for use in Levine cross examination at trial and proper trial procedures to be followed when introducing same (.30)

10/16/13 SB	Assemble and circulate Defendants' newly introduced trial exhibits to co-counsel per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); prepare sets of direct witness testimony for trial team per request of B. Kotliar (1.50); prepare sets of expert reports and rebuttal expert reports for trial team per request of E. Tobin (1.20); prepare sets of Levine cross-examination preparation documents for B. Kotliar and J. Berman (.30); file Defendants' replacement trial exhibits in electronic filing system per request of E. Tobin (3.90); conference with E. Combs and E. Tobin re: exhibits re: trial testimony of M. Puntus, and M. Renzi (.40)	7.60
10/16/13 NG2	Produce J. Levine Deposition materials, per request of B. Kotliar in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20)	0.20
10/16/13 ET	Attend Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties in order to assist J. Levitt of Morrison & Foerster with issues related to admissibility of Plaintiffs' exhibits (8.10); confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: same (.50); confer with E. Combs and S. Ballard re: trial testimony of M. Puntus, M. Renzi, and T. Farley (.40); update summary sheet of trial transcripts reflecting exhibits introduced through testimony of M. Puntus, T. Farley, and M. Renzi (.70); provide to J. Levitt, R. Abdelhamid, and A. Ruiz of Morrison & Foerster, and email correspondence re: same (.50); draft proposed responses, and provide same to counsel for the Debtors and the Unsecured Creditors' Committee (.30); draft and respond to emails with B. Carney and J. Winters of Akin Gump re: same (.10); draft and response to emails with M. Moscato and T. Foudy re: admissibility of the same (.50)	11.10
10/16/13 JCB	Review of draft cross-examination outline for defendants' expert J. Levine (.80); expand lines/scope of questioning of same consistent with discussions with M. Moscato (2.90); discussions with M. Moscato and B.	8.90

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 54

Kotliar re: same (.50); review materials shown to Levine during deposition and other materials cited in "materials reviewed" section of Levine expert report in connection with same (3.30); follow-up discussion with M. Moscato re same (.90); discuss cross examination further with B. Kotliar to implement M. Moscato changes (.50)

10/17/13 TF1	Attend third day of Phase I trial and confer with counsel for Debtors and Committee during breaks and at end of day, particularly in regard to process for admission of exhibits and deposition designations and resolving objections in respect of same in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.90)	4.90
10/17/13 MJM	Continue review and revision of J. Levine trial examination script in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); attend Day 3 of JSN trial and confer with co-counsel throughout (6.80); discussion with B. Kotliar re revisions to J. Levine trial examination script (.50); meeting with J. Levitt of Morrison & Foerster, G. Horowitz of Kramer Levin, and J. Morris of Pachulski, re: preparing deposition designations for submission to J. Glenn (.80); discussion with J. Berman re: reviewing deposition designations for the Ocwen 30(b)(6) deposition (.30); follow-up discussion with J. Berman and S. Ballard re: deposition designations for Ocwen 30(b)(6) deposition (.30); correspond with E. Tobin re: trial exhibit issues (.30)	10.10
10/17/13 EC	Review documents previously identified as incomplete by Plaintiffs upon request for confirmation by Defendants to ascertain what, if any, objections should be maintained and whether supplementation of existing exhibits is needed to correct deficiency, in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS Loomis, Davidson Kempner, and Silver Point are conflict parties (2.90); revise list of exhibits to be offered in bulk and exhibits for which objections remain in light of continued negotiation and additional admissions (1.60); revise memo on documents subject to continuing dispute from Plaintiffs' exhibit list for bulk admission and likely argument on admissibility of those documents (2.40); prepare list of objected to exhibits by type with rationale for admission of each (1.10); review transcript of hearing and revise Defendants' exhibit list track admission of exhibits (1.70)	9.30
10/17/13 BMK	Attend Day 3 of Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	7.00

conflict parties (5.30); conferences with M. Moscato re: edits, comments, and additions to draft Levine cross examination script (.50); review and revise same by incorporating M. Moscato edits and review deposition transcript for additional substance, relevant quotations, and citations (.80); correspondence with S. Ballard re: Levine cross examination materials (.40)

10/17/13 DAB	Email E. Tobin information regarding Hamzehpour certification filed in in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
--------------	--	------

10/17/13 SB	Prepare sets of documents to be used in Levine cross-examination per request of B. Kotliar in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); prepare sets of Levine cross-examination script (.70); convey same to M. Moscato at Court (1.00); review deposition designations for objections to be sustained at trial per request of J. Berman (2.30); prepare set of Defendants' expert reports and rebuttal expert reports per request of T. Foudy (.80); review Ocwen 30(b)(6) transcript with J. Berman for formulation of strategy re: designations of sections re: goodwill valuation of MSRs per request of M. Moscato (3.40); discuss same with J. Berman and M. Moscato (.30)	9.30
-------------	---	------

10/17/13 ET	Attend Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.70); confer with counsel for the Debtors and the Unsecured Creditors' Committee, including J. Levitt of Morrison & Foerster, and G. Horowitz of Kramer Levin re: admissibility of Plaintiffs' trial exhibits (.50); draft script for offering of Plaintiffs' trial exhibits into evidence and compilation of exhibits to which Defendants agree and object in connection with same (.80); confer with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: strategic issues related to preparation for cross-examinations and offering of Plaintiffs' trial exhibits into evidence (.80); draft email to Debtors and Committee including overview of Plaintiffs' exhibits for admission into evidence, including analysis of exhibits to which Defendants agree and object (1.50); correspondence with E. Combs and S. Ballard re: trial testimony, including testimony of T. Farley, M. Landy, and J. Gadsden and trial exhibits admitted in connection therewith (.40); review trial transcripts in order to update exhibit lists re: exhibits introduced and offered into evidence (1.40); correspond with counsel for the Debtors and the Committee, including N. Hamerman, J. Rosell, A. Goodman, S. Engelhardt, and	13.70
-------------	--	-------

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 56

P. Farber of Morrison & Foerster re: same (.50); draft emails to B. Carney and J. Winters re: responses and objections to Defendants' trial exhibit list in light of discussions/correspondence throughout the day (.50); review and analyze Defendants' newly produced trial exhibits (.80); correspondence with J. Levitt, M. Moscato, C. Siegel, and G. Horowitz re: same (.50); discuss trial exhibit issues (.30)

10/17/13 JCB	Revise/finalize cross-examination outline for defendants' expert Jeffrey Levine, including review of deposition transcript and incorporation of comments from M. Moscato and J. Levitt in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.30); review designations/objections of Ocwen 30(b)(6), Farley, Peterson and Kruger in connection with Debtors' meet and confer with defendants re: objections to same (3.80); discuss Ocwen deposition designations/objections with M. Moscato (.30); follow up discussion re: same with S. Ballard and M. Moscato (.30)	8.70
10/18/13 TF1	Attend to emails with E. Tobin regarding trimming of exhibit list, objections to JSN exhibits and deposition designations, and plaintiffs' deposition exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review Judge Glenn's order denying production of unredacted Houlihan presentation and draft email on same (.20)	0.50
10/18/13 MJM	Review potential exhibits to be used in trial examination of J. Levine (.50); review cross-examination script for J. Levine in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); meet with B. Kotliar to emphasize passages from exhibits to be used in J. Levine's trial examination (.90); meet with J. Berman and B. Kotliar to prepare for conference call re: J. Levine trial examination (.30); conference call with J. Levitt and T. Goren of Morrison & Foerster, J. Berman, and B. Kotliar re: J. Levine trial examination (.50); discuss deposition designation issues with J. Berman (.40); discussion with E. Tobin re: trial exhibit issues (.30)	3.50
10/18/13 EC	Revise Plaintiffs' exhibit list to reflect removal and re-identification of certain documents in order to prepare a consolidated list of documents to be offered at the close of Plaintiffs' case in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.40); review	10.20

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 57

documents provided by Defendants to verify completeness of documents (.50); review Marano and Puntus witness statements to confirm no exhibits proposed to be deleted were cited therein (.80); review additional Defendants' exhibits and prepare proposed objections and responses (1.80); prepare summary memorandum of documents to be offered into evidence and basis for admitting each document (2.80); review transcript of trial thus far and identify location of all admitted documents (1.00); attend teleconferences meet and confer with E. Tobin, B. Carney of Akin, Gump, B. Fritz of White & Case, C. Siegel of Kramer Levin, R. Abdelhamid of Morrison & Foerster to discuss deposition designations and document admissions (.90)

10/18/13 BMK	Correspondence with A. Ruiz at Morrison & Foerster re: documents and materials for Levine cross examination next week in the Phase I trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); conference with M. Moscato re: same and revisions to script to include specific exhibits (.90); review all materials re: same in preparation of call to discuss draft script with Morrison & Foerster (.90); pre call meeting with M. Moscato and J. Berman re: same (.30); teleconference with M. Moscato and J. Berman and J. Levitt and T. Goren of Morrison & Foerster re: draft levine cross script and major points to elicit (.50); follow up correspondence with J. Levitt re: exhibits to be used in same and current status as evidence in case (.50); follow up correspondence with T. Goren re: Walter 10Qs and deposition transcript in connection with cross examination relating to HARP assets (.80)	4.30
10/18/13 DAB	Review and circulate revised Pretrial Order in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
10/18/13 SB	Review trial transcript and create cross-reference list of documents introduced by opposing counsel per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.20); prepare sets of trial exhibits objected to by counsel for meet and confer call per request of E. Tobin (2.10)	6.30
10/18/13 ET	Email correspondence with B. Carney of Akin Gump, J. Levitt of Morrison & Foerster, J. Rosell of Pachulski, A. Miller of Kramer Levin, as well as M. Moscato and E. Combs re: Plaintiffs' and Defendants' trial exhibits in connection with the Phase I trial in the JSN Adversary	13.10

Proceeding where Wells Fargo and noteholders UBS, Loomis, Davidson Kempner, and Silver Point are conflict parties (.50); attend to issues related to Plaintiffs' exhibit list, including analyzing trial exhibits and preparing arguments in support of admissibility (.80); extensive correspondence with E. Combs and members of counsel for the Debtors and the Unsecured Creditors' Committee re: updating of Exhibit List (.50); prepare updated exhibit list in light of same (2.50); provide same to counsel for UMB and the JSNs in preparation for meet and confer (.40); attend to issues related to Defendants' exhibit list, including analyzing potential trial exhibits (including newly produced version of exhibits) (1.10); update draft responses/objections to same in connection with same (2.50); correspondence with trial team members including N. Hamerman and A. Goodman of Kramer Levin and S. Englehardt of Morrison & Foerster re: same (.50); email correspondence with B. Carney and J. Winter of Akin Gump in preparation for meet and confer (.50); confer with J. Levitt and R. Abdelhamid of Morrison & Foerster, C. Siegel and G. Horowitz of Kramer Levin re: strategy for meet and confer with counsel for Defendants re: trial exhibits and deposition designations (.80); participate in conference calls with R. Abdelhamid of Morrison & Foerster, P. Farber and C. Siegel of Kramer Levin, J. Morris re: preparation for and follow-up to meet and confer with counsel for UMB and the JSNs (.80); participate in meet and confer with R. Abdelhamid, P. Farber, C. Siegel, J. Morris, E. Combs, C. Shore, B. Fritz, and B. Carney re: Defendants' objections to Plaintiffs' trial exhibits and deposition designations (.90); draft email to attorneys for the Debtors and the Unsecured Creditors' Committee summarizing agreements reached during meet and confer (.30); confer with R. Abdelhamid re: same (.10) follow-up emails with J. Levitt and G. Horowitz re: same (.30); draft email to R. Kielty of CenterView re: sources relied upon by Plaintiffs' expert M. Puntus (.20); confer with R. Abdelhamid re: same (.10); correspond with R. Abdelhamid, A. Ruiz, and R. Phillip of Morrison & Foerster and S. Ballard re: stamping of trial exhibits in preparation for cross-examinations (.30)

10/18/13 JCB

Discussions with R. Abdelhamid of Morrison & Foerster re reviewing designations and objections to Ruhlin deposition transcript and drafting summary email re: same in connection with Curtis' role as conflicts counsel where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); review of Levine cross-examination outline in preparation for call with co-counsel to Debtors and committee counsel (.60); pre-call discussion with M. Moscato and B. Kotliar re same (.30); conference call with J. Levitt and T. Goren of Morrison & Foerster,

6.30

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 59

M. Moscato, and B. Kotliar re: same (.50); review of Farley designations/objections at request of R. Abdelhamid (.80); discussion with R. Abdelhamid re: preparation for meet and confer with defendants' counsel re: deposition designation objections and exhibit objections (.30); review of designations and objections in preparation for meet and confer (2.10); discuss same with M. Moscato (.40)

10/18/13 MM9	Organize witness deposition transcripts and exhibits of M. Fazio, J. Finnerty, M. Landy, J. Levine, M. Puntus, J. Taylor, and S. Winn in preparation for attorney review in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20)	1.20
10/19/13 TF1	Attend to emails regarding efforts to trim exhibit and deposition designation lists and resolve objections in connection therewith in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50)	0.50
10/19/13 MJM	Exchange emails with J. Berman re: deposition designation issues in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); exchange emails with E. Tobin re: trial exhibits issues (.20)	0.50
10/19/13 EC	Review documents admitted in Defendants' case and prepare synopsis of certain key documents prepared or produced by Plaintiffs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); teleconference with R. Abdelhamid of Morrison & Foerster re: same (.10); update Plaintiffs' and internal version of Defendants' exhibit lists to reflect documents admitted or introduced during weeks' proceedings (.40); prepare list of exhibit numbers of document to be raised with J. Finnerty for P. Farber of Kramer Levin (.10); revise and update Plaintiffs' exhibit list to reflect additional documents to which Defendants have agreed to admission subject to limited, non-hearsay use (.30)	1.10
10/19/13 ET	Review email correspondence re: Plaintiffs' trial exhibits and draft email to trial team re: exhibits to be offered for limited/non-hearsay purposes in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); review email correspondence re: deposition designations and correspond with M. Moscato and J. Berman re: same (.50) correspond with R. Abdelhamid of Morrison &	7.00

Foerster and E. Combs re: strategic issues re: Plaintiffs' and Defendants' trial exhibits (.30); email correspondence with A. Ruiz and J. Rosell re: admissibility of documents related to the release of the JSNs' collateral in support of the Plan Proponents' claims in Phase I of the JSN Adversary Proceeding (.20); attend to issues related to agreement with JSNs re: offering of certain exhibits for limited, non-hearsay purposes (1.40); analyze Plaintiffs' exhibits in connection with same (2.20); extensive discussions with counsel for Plaintiffs, including J. Levitt and R. Abdelhamid of Morrison & Foerster, G. Horowitz and C. Siegel of Kramer Levin, and J. Morris of Pachulski re: same (.50); draft email to attorneys for Defendants, including B. Carney and B. Fritz, re: same (.50); email correspondence with R. Kielty of Centerview Partners re: sources consulted by M. Puntus in expert report (.10); confer with R. Abdelhamid re: same (.10); draft email to counsel for Defendants, including B. Carney of Akin Gump re: same (.30)

10/19/13 JCB	Review of deposition transcript of R. Snellenbarger in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); draft responses to defendants' objections to Snellenbarger designations (1.20)	2.30
10/20/13 TF1	Attend trial preparation session at Kramer Levin in order to review cross scripts for Levine on MSRs and Servicing Advances and Siegert on OID in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.80); review direct witness testimony of Levine and Siegert in preparation for the same (.90); review emails on attempt to resolve open objections to exhibits and deposition designations (.30)	4.00
10/20/13 MJM	Participate in coordination meeting with counsel for Debtors and Creditors' Committee re: JSNs trial, in particular with regard to expert cross examinations in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10)	1.10
10/20/13 EC	Prepare memorandum with overview of exhibits objected to by Defendants and describing grounds for each objection in connection with Curtis' role as conflicts counsel where Wells Fargo and noteholders Loomis, UBS Davidson Kempner, and Silver Point are conflict parties (3.10); attend teleconference meet and confer with E. Tobin, J. Berman, B. Carney of Akin Gump, B. Fritz of White & Case, R. Abdelhamid of Morrison & Foerster, and P. Farber of Kramer Levin to	5.90

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 61

reach agreement on admissibility of documents subject to Plaintiffs' objections and final remaining Plaintiffs' exhibits subject to objection (1.40); update list of exhibits and related memoranda reflecting responses to objections to reflect progress from meet and confer (.30); update overview memorandum of documents subject to Plaintiffs' objections to reflect progress and proposals made during meet and confer (.70); perform final review and update of list of documents for bulk admission in preparation for close of Plaintiffs' evidence and preparing short synopsis of remaining disputes and progress towards agreement through entire meet and confer process (.40)

10/20/13 ET	Attend to emails with E. Combs, R. Abdelhamid of Morrison & Foerster, C. Siegel of Kramer Levin, J. Morris of Pachulski, and J. Berman re: strategic issues related to admissibility of Plaintiffs' trial exhibits, responses and objections to Defendants' proposed trial exhibits and deposition designations in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); review Defendants' updated exhibit list in connection with same (1.30); compile objections and responses to Defendants' trial exhibits in order to prepare for meet-and-confer with opposing counsel (1.40); participate in meet-and-confer with E. Combs, J. Berman, R. Abdelhamid, C. Siegel, P. Farber of Kramer Levin, J. Morris, J. Berman, B. Carney of Akin Gump, and B. Fritz of White & Case re: deposition designations, Plaintiffs' proposed trial exhibits and Defendants' proposed trial exhibits (1.40); email correspondence with R. Abdelhamid, and A. Ruiz and N. Foley of Morrison & Foerster re: status of certain of Plaintiffs' trial exhibits (.20); attend trial meeting re: strategy for cross-examination of Defendants' expert witnesses in Phase I trial and Plaintiffs' offering of Plaintiffs' trial exhibits not introduced through direct witness testimony (1.10); analyze Plaintiffs' proposed trial exhibits, focusing on exhibits not introduced through direct witness testimony (.80); draft arguments in support of admissibility of certain exhibits in connection with same (.60); correspond with P. Farber re: certain exhibits related to the 2008 Exchange Offer and OID (.30); revise overview of Plaintiffs' outstanding exhibits per request of J Levitt of Morrison & Foerster (.50)	8.40
10/20/13 JCB	Conference call with Debtors' and Committee counsel to discuss preparation for meet and confer with Defendants' counsel re: outstanding objections to deposition designations and exhibit lists in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60);	2.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 62

attend teleconference meet and confer with E. Tobin, E. Combs, B. Carney of Akin Gump, B. Fritz of White & Case R. Abdelhamid of Morrison & Foerster, and P. Farber of Kramer Levin re: objections to deposition designations and exhibit lists (1.40)

10/21/13 TF1	Attend portion of fourth day of Phase I trial and confer with counsel during breaks in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.60); review direct witness testimony of Mann, Winn, and Taylor (.80)	4.20
10/21/13 MJM	Review draft stipulation re: Debtors' "CFDR" records and Defendants' renewed motion re: administrative expense report of S. Winn in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40)	0.40
10/21/13 EC	Prepare memorandum with overview of documents objected to by Defendants and describing grounds for each objection in connection with Curtis' role as conflicts counsel, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.10); research relating to grounds for admission of UCC financing statements under FRE 803(14)-(15) including whether case law specifically deals with UCC statements (1.90); revise Plaintiffs' exhibit list to prepare updated version for submission to court; prepare additional lists of exhibits to be admitted for expert purposes only, exhibits agreed to by parties, and exhibits subject to objection in preparation for bulk offering of exhibits at trial (2.80); review exhibit lists to ensure final list accurately reflects final updates and direction of co-counsel during trial (.80); prepare email describing statistics on admitted documents, documents agreed to, and documents still renaming to be admitted for E. Tobin and J. Levitt in preparation for submission of remaining exhibits (.30)	8.90
10/21/13 BMK	Attend Day 4 of the Phase I trial on the JSN Litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.50)	7.50
10/21/13 DAB	Email JSNs' submission regarding the Winn Expense Report to T. Foudy in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10)	0.10
10/21/13 SB	Prepare running list of exhibits marked for identification in trial cross-examination per request of E. Combs in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are	2.20

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 63

conflict parties (1.20); compile and file newly marked cross-examination exhibits in electronic filing system per request of E. Tobin (.30); emails with Kramer Levin and Morrison & Foerster paralegals re: compilation of Defendants' stamped exhibits and Plaintiffs' cross-examination exhibits added to list (.70)

10/21/13 ET	Confer with J. Levitt of Morrison & Foerster re: admissibility of Plaintiffs' trial exhibits not introduced through direct witness testimony in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); attend Day 4 of the Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties in order to assist J. Levitt and trial team members with issues related to Plaintiffs' trial exhibits (7.50); correspond with E. Combs and S. Ballard re: strategic issues re: Phase I trial (.30); attend to issues related to updating and finalizing Plaintiffs' list of trial exhibits, focusing on exhibits not introduced through direct witness testimony (1.00); correspond with E. Combs and P. Farber of Kramer Levin, and J. Levitt re: results of same (.50); email correspondence with B. Carney of Akin Gump re: same (.40); attend to issues related to Defendants' proposed trial exhibits, including analyzing newly introduced exhibits (.70); draft emails to B. Carney of Akin Gump and B. Fritz of White & Case, as well as Plaintiffs' trial team in connection with same (.30); telephone call with R. Abdelhamid re: preparation for trial on October 22, 2013, focusing on issues related to admission of Plaintiffs' exhibits and deposition designations (.40)	11.90
10/21/13 JCB	Review numerous communications re: Phase I trial with particular focus on exhibits in connection with Curtis' role as conflicts counsel where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40)	1.40
10/22/13 TF1	Attend portion of Day 5 of trial and confer with counsel for Debtors and Committee during breaks in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.50); attend meeting at Kramer Levin to discuss Siegert cross and stipulation (.90); review draft response to JSN submission regarding relevance of Winn expense allocation testimony (.20); participate in conference call with M. Moscato and J. Levitt and T. Goren of Morrison & Foerster re: same (.40); review and draft email to M. Moscato, B. Kotliar, E. Combs, and J. Berman with comments/instructions regarding "goodwill" research suggested by M. Puntus (.50); participate in call with J. Berman, E. Combs, B. Kotliar, and M. Moscato	7.90

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 64

regarding same (.40)

10/22/13 MJM	Attend Day 5 of Phase I trial in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.50); review Plaintiffs' draft post-trial brief in connection with same (.50); meet with J. Levitt, T. Goren, and S. Engelhardt of Morrison & Foerster and G. Horowitz of Kramer Levin re: preparation for tomorrow's cross-examinations of Defendants' experts (2.80); discussion with E. Tobin re: admissibility of certain of Defendants' proposed exhibits (.30); conference call with J. Levitt, T. Goren, T. Foudy, and other counsel for Debtors re: response to Defendants' motion re: admissibility of S. Winn's testimony (.40); discussion with T. Foudy, J. Berman, E. Combs, and B. Kotliar re: legal research concerning goodwill (.40)	11.90
10/22/13 EC	Teleconference with J. Berman and B. Kotliar (partial) re: responding to request from Plaintiffs' expert M. Puntus relating to purchase price accounting, distinction between "personal property" goodwill and corporate asset goodwill as well as general intangible liens in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); teleconference with M. Moscato, J. Berman, B. Kotliar, and T. Foudy relating to and additional follow-up to resolve open issues in connection with same (.40); research relating to whether a closed business can have goodwill value associated with it and possible extension of principle to business that continued operations but could not be sold because of significant liabilities (1.10); research relating to admissibility of prior sworn statements as it relates to use of deposition testimony for Ocwen and Walter in the adversary proceeding (.50); draft brief memorandum reciting relevant standards and facts to prevent admissibility of Ocwen and Walter testimony in support of Defendants' case (1.30); update Plaintiffs exhibit list to track admission of documents introduced in day's trial proceedings (.30); research the admissibility of business records prepared by a third party in the absence of certification or testimony by the preparing entity (.50); prepare memorandum providing an overview of Plaintiffs' remaining objections to Defendants' exhibits, basis for such objections, likely responses to such objections and best arguments to counter such responses (2.30); research incorporating documents and business records prepared by a third parties in business records of the proponent as a potential route for admissibility under Federal Rules of Evidence 803(6) (.90); prepare memorandum re: same incorporating overview of remaining admissibility issues (.70)	8.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 65

10/22/13 BMK	Attend Phase I trial of the JSN Litigation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.20); conference call with J. Berman and E. Combs re: potential post-trial brief arguments re: definition of goodwill and refuting contentions of Defendants' experts Fazio and Siegert in connection with same (.60); review email correspondence in connection with same (.30); review Fazio, Taylor, and Siegert reports in connection with same and review accounting methodology relied upon in Taylor report for arguments separating various identifiable types of goodwill (1.30); attend portion of follow-up conference with E. Combs and J. Berman re: goodwill aspects of a closed and/or liquidating business (.60); call with T. Foudy M. Moscato, J. Berman, and E. Combs re: same and additional follow-up to resolve open issues in connection with same (.40)	10.40
10/22/13 SB	Update cross-examination exhibits list with descriptions of new exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60)	0.60
10/22/13 ET	Assist trial team members at Morrison & Foerster and Kramer Levin to prepare for cross-examination of Defendants' expert witnesses in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); attend the Phase I trial for purpose of assisting J. Levitt, counsel for the Debtors, with issues related to Plaintiffs' and Defendants' trial exhibits, including entering exhibits into evidence during direct and cross-examinations and resolving objections by opposing counsel (7.80); confer with B. Fritz of White & Case and B. Carney of Akin Gump re: Defendants' proposed trial exhibits and negotiations re: the same (.50); confer with M. Moscato re: same (.30); conduct research re: admissibility of certain of Defendants' trial exhibits, including the Examiner's Report and Ocwen and Walter SEC filings and earnings call transcripts, focusing on the Business Records exception to the rule against hearsay under FRE 803(6) and objections to embedded hearsay under FRE 805 (1.20); draft script for J. Levitt re: the same (1.70); review and revise same (.40)	12.40
10/22/13 JCB	Discussions with E. Combs and B. Kotliar (partial) re: responding to M. Puntus email re: goodwill arguments in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); call with T. Foudy, M. Moscato, E. Combs, and B. Kotliar re: same (.40); research caselaw	8.10

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 66

re: goodwill in bankruptcy asset sales (2.30); review of Fazio, Taylor, and Siegert expert reports and deposition testimony re: valuation of intangible assets, including goodwill (2.10); telephonically attend testimony of Levine and Fazio (2.50)

10/23/13 TF1	Attend most of Day 6 of Phase I trial and confer with co-counsel during breaks, particularly with respect to evidentiary objections to defendants' exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (5.70); correspondence with Kramer Levin and Morrison & Foerster regarding drafting and editing process for post-trial findings of fact and conclusions of law (.20); attend post-hearing with the Debtors and the Committee meeting to discuss Judge Glenn's comments and effect of same on post-trial briefing (.80); draft email regarding same to Kramer Levin and Morrison & Foerster (.30)	7.00
10/23/13 MJM	Review E. Tobin memo re: admissibility of various Defendants' proposed trial exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); meet with E. Tobin, J. Levitt of Morrison & Foerster, and other counsel for the Debtors to discuss admissibility of Defendants' proposed trial exhibits (.50); prepare for and attend sixth and final day of testimony in the JSNs Phase I trial (7.50); meet with counsel for the JSNs to discuss post-trial briefing strategy (.90); email exchange with D. Bloom and J. Weber re: adequate protection legal research (.30)	9.40
10/23/13 EC	Review Ocwen and Walter transcript excerpts relating to presentation by Applied Economics and MSR acquisition-related accounting updates to develop arguments against admissibility of referenced documents in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); continue to research impact on value (if any) of goodwill due to Debtors' business situation prior to filing (2.40); research re: whether "personal property" goodwill addressed in tax cases holding that goodwill does not transfer in a pure asset sale bears on Residential Capital situation (1.30); draft email re: results of same to J. Berman and B. Kotliar (.60); review testimony from Marano and Puntus discussing sale as a going concern for research re: value of Residential Capital mortgage servicing business as of the petition date (.70); revise exhibit lists to reflect additional agreements on Defendants' exhibits and admission of exhibits throughout the trial in preparation for submission of	9.30

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 67

completed exhibit lists to the Court following close of evidence (3.50)

10/23/13 BMK	Attend sixth and final trial day of Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (7.80); correspondence with J. Berman and E. Combs re: Judge Glenn comments re: existence of goodwill on petition date, JSNs' alleged liens on same, and necessary post trial briefing re: same (.30); email correspondence with same re: same and following up on email relating to good will and lien issues raised by M. Puntus of Centerview (.50)	8.60
10/23/13 JTW	Correspond with E. Combs re: research as to whether a lien on general intangibles is inclusive of the value assigned to goodwill in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); conduct follow-up research re: same and the scope of the term "general intangible" as defined by the N.Y. U.C.C. (.50); provide same to E. Combs (.10); draft and circulate to T. Foudy and M. Moscato analysis of case law regarding fair market value of collateral as of the petition date is as one of multiple views for valuing collateral for adequate protection purposes in connection with the Defendants' counterclaim for adequate protection (2.90); attend to addressing follow-up questions of M. Moscato with respect to the Fifth Circuit's holding in In re Scopac (1.30)	4.90
10/23/13 DAB	Review Pacific Lumber decision and case transcripts per M. Moscato request to determine whether case supports Debtors' adequate protection arguments in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); correspond with J. Weber re: same (.20); review and comment on J. Weber's draft email memorandum re: same (.40); review M. Moscato response to same and provide comments to J. Weber's follow-up email memorandum re: same (.30)	1.50
10/23/13 FRG	Update various calendar entries re: Phase I trial dates in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties and circulate same (.50); finalize binders of expert reports in connection with same (1.00)	1.50
10/23/13 ET	Confer with M. Moscato and J. Levitt re: objections to certain of Defendants' trial exhibits, focusing on Ocwen and Walter SEC filings and earnings call transcripts, and agreements with Defendants' counsel re: additional	10.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 68

exhibits (.50); attend the Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, during which hold extensive discussions with B. Carney and B. Fritz (both counsel to Defendants) re: admissibility of Defendants' trial exhibits, review and analyze Defendants' proposed trial exhibits, and confer with C. Siegel, P. Farber, G. Horowitz, N. Hamerman, and J. Levitt re: same (7.40); post-trial discussions with trial team, including J. Levitt, T. Goren, S. Engelhardt, A. Ruiz, and R. Abdelhamid of Morrison & Foerster, and G. Horowitz and K. Eckstein of Kramer Levin re: strategy for post-hearing briefs (.50); draft email to J. Levitt, M. Moscato, and T. Foudy re: follow-up tasks re: Exhibit lists and post-trial briefing (.70); email correspondence with E. Combs re: same (.20) discussions with Y. Chernyak of Kramer Levin re: arguments in support of Plaintiffs' position that the JSNs do not have a lien on goodwill associated with the assets sold to Ocwen and Walter (.70)

10/23/13 JCB	Discussion with M. McPherson of Morrison & Foerster re: researching goodwill valuation cases in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review information re: uploading documents to Debtors' document repository (.60); in coordination with E. Combs, research various issues relating to Debtors' goodwill, including whether it is considered a general intangible asset and whether business sold not as a going concern may be considered to have transferred its goodwill (3.30); draft summaries of relevant caselaw in connection with same (1.10); review expert reports and testimony re: value of goodwill in connection with same (1.20); review correspondence from B. Kotliar re: comments made by Judge Glenn concerning value of goodwill on petition date for input on research re: same (.40)	6.90
10/24/13 TF1	Confer with M. Moscato on research regarding legal standard for adequate protection in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); attend to review of documents and emails from trial in connection with preparing for post-trial briefing (.70); review outline of proposed findings of fact (.80); confer with J. Berman, M. Moscato, and E. Combs regarding research needed on goodwill (.30); attend to emails regarding litigating intercompany claims and AFI contribution as part of Phase I (.20)	2.20
10/24/13 MJM	Discussion with T. Foudy, J. Berman, and E. Combs re: "goodwill" research in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and	0.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 69

noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); discussion with J. Weber re burden of proof research (.10); review J. Berman memo re "goodwill" issue (.10) discussion with T. Foudy re: post-trial briefing research needed re: burden of proof re: adequate protection issues (.20)

10/24/13 EC	Meet with T. Foudy, M. Moscato, and J. Berman re: research on valuation of goodwill in Residential Capital at the time of bankruptcy filing in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); conduct follow-up research re: whether liquidating company has any goodwill value prepetition in support of argument that goodwill is after-acquired property under the Bankruptcy Code (2.40); teleconference with J. Berman and B. Kotliar to discuss same (.60); research relating to whether secured creditor shares in appreciation of assets subject to liens postpetition (1.20); review transcript from final day of JSN trial for comments made by Judge Glenn relating to valuation of goodwill as of the petition date (.40); revise Plaintiffs' and Defendants' exhibit list to reflect final agreements and admission of documents (4.20)	9.10
10/24/13 BMK	Correspondence with J. Berman re: research in connection with Judge Glenn comments re: goodwill on the petition date and whether goodwill was created postpetition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); research section 552 of the Bankruptcy Code in Collier and other treatises re: same (.60); conference with J. Berman and E. Combs re: status of research and potential arguments re: same (.60); begin drafting memorandum re: same, incorporating facts from trial transcripts and certain portions of facts and case law received from J. Berman (.50); review final memo and cases cited therein and draft email to J. Berman and E. Combs re: potential arguments and next steps (.50)	2.50
10/24/13 JTW	Conduct further research as to which party bears the burden of proof as to the extent and value of the JSNs' collateral and the validity of the JSNs' liens in preparation for drafting of post-trial submissions to the court in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); provide M. Moscato with additional judicial authority on burden of proof (.20); discuss same with M. Moscato (.10)	2.40
10/24/13 SB	Review updated trial exhibit list for accuracy and consistency per request of E. Combs in connection with	1.30

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 70

Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); review final versions of trial exhibit lists for accuracy of cross-references per request of E. Combs (.60)

10/24/13 ET	Correspondence with E. Combs and B. Carney and H. Raff of Akin Gump and B. Fritz of White & Case re: revised exhibits for Phase I of JSN Adversary Proceeding (.40); review Defendants' revised exhibit list and trial testimony transcripts in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review trial testimony transcripts to update and revise Plaintiffs' list of final exhibits admitted into evidence at the Phase I trial (1.20); telephone call with K. Dabbert, Judge Glenn's Law Clerk re: submission of the parties' final exhibit lists and electronic copies of exhibits admitted into evidence at the Phase I trial in the JSN Adversary Proceeding (.10); email correspondence with B. Carney re: same (.20); review PX-189 and confer with P. Farber of Kramer Levin re: same (.20); confer with R. Abdelhamid of Morrison & Foerster re: status of deposition designations and memo of law re: deposition designations for the transcripts of Residential Capital witnesses J. Ruhlin and J. Horner (.30); follow-up correspondence to T. Foudy and M. Moscato re: same (.20)	3.10
10/24/13 JCB	Call with T. Foudy, M. Moscato, and E. Combs to discuss research and drafting of memorandum on valuation of goodwill in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review of trial transcript and summarizing portions relevant to goodwill valuation issue (.80); research caselaw and secondary sources re: discussion of goodwill valuation (5.70); draft memorandum summarizing/analyzing caselaw (1.70); discussions with E Combs and B. Kotliar re: additional research and drafting memorandum re: same (.60); review memorandum re: same in connection with same (.70)	9.80
10/25/13 TF1	Conference call with B. Kotliar, M. Moscato, J. Berman, and E. Combs re: research on lack of goodwill on petition date in light of litigation liabilities and potential shutdown and arguments re: same in connection with drafting a portion of the post-trial brief in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); call with B. Kotliar, M. Moscato, J. Berman, and E. Combs re: status of research re: whether liquidating company possess goodwill subject to a lien on intangible assets	1.80

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 71

and arguments relating to goodwill as after acquired property in light of research findings (.70); review related correspondence and memoranda regarding research findings (.60)

10/25/13 MJM	Review J. Berman legal memo following up on "goodwill" issue raised by M. Puntus in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); teleconference with T. Foudy, B. Kotliar, J. Berman, and E. Combs re: lack of goodwill on petition date in light of litigation liabilities and potential shutdown and arguments re: same in connection with drafting a portion of the post-trial brief for the Phase I trial on the JSA Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); review Judge Glenn's post-trial remarks raising issues to be addressed in the parties' post-trial briefing (.40); call with T. Foudy, B. Kotliar, J. Berman, and E. Combs re: status of research re whether liquidating company possesses goodwill subject to a lien on intangible assets and arguments relating to goodwill as after acquired property in light of research findings (.70); review Judge Glenn decision re: "goodwill" issue in the Barbara K. Enterprises case in connection with same (.50)	2.50
10/25/13 EC	Attend teleconference with M. Moscato, T. Foudy, J. Berman, and B. Kotliar relating to research on value of goodwill of Residential Capital as of the petition date in light of outstanding litigation liabilities and whether new goodwill generated in bankruptcy is subject to prepetition liens in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); attend follow-up teleconference with M. Moscato, T. Foudy, J. Berman, and B. Kotliar re: research relating to whether a liquidating company possesses any goodwill subject to a lien on intangible assets and addressing arguments arising from Section 552 of the Bankruptcy Code that any goodwill generated by an asset sale is the "product" of prepetition property (.70); research relating to whether and under what circumstances a business may be deemed to have no goodwill in bankruptcy and attend to research re: whether commencing a liquidation sale alone is sufficient to demonstrate a business has no going concern value (.40); review trial transcripts to determine whether all expert reports were admitted into evidence (.90); update trial exhibit lists to include final admissions and stipulations to admission of exhibits (1.20); attend to research relating to argument that under Section 552 of the Bankruptcy Code, goodwill created by postpetition activity is after	11.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 72

acquired property (2.20); research whether a secured creditor shares in appreciation of encumbered property postpetition (1.20); research caselaw determining that overwhelming litigation or regulatory risk eliminates corporate goodwill in support of 552 argument per comments raised by T. Foudy and M. Moscato (3.80); meet with J. Berman and B. Kotliar to discuss results of all research on postpetition creation of goodwill (.80)

10/25/13 BMK	<p>Teleconference with T. Foudy, M. Moscato, J. Berman, and E. Combs re: lack of goodwill on petition date and arguments re: same in connection with drafting a portion of the post-trial brief for the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); research re: Judge Glenn's decision in Barbara K. Enterprises for relevant standards governing postpetition property under section 552 of the bankruptcy Code in connection with same (.90); additional research re: goodwill as after acquired property (1.10); email correspondence with J. Berman and E. Combs summarizing findings re: same (.50); email correspondence with M. Moscato circulating Barbara K decision and summarizing major relevant points relating to section 552 arguments (.50); follow-up call with T. Foudy, M. Moscato, J. Berman, and E. Combs re: status of research memorandum discussing arguments relating to goodwill as after acquired property in light of research findings (.70); additional research re: goodwill arguments under section 552 raised in Laurel Hill bankruptcy case by reviewing case pleadings (1.30); email correspondence with E. Combs re: same for impact on his research (.20); meet with E. Combs and J. Berman to discuss status of all outstanding goodwill research (.80)</p>	6.50
10/25/13 SB	<p>Prepare electronic set of Plaintiffs' final trial exhibits and deliver same to Court in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.30)</p>	3.30
10/25/13 ET	<p>Review and analyze Defendants' revised exhibit list (.50); confer with B. Carney and H. Raff of Akin Gump and B. Fritz of White & Case re: same (.20); revise Plaintiffs' list of final exhibits admitted into evidence at the Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); draft email to K. Dabbert, Judge Glenn's Law Clerk, enclosing Plaintiffs' and Defendants' final exhibit lists (.30); draft email to D. Schlecker of Reed Smith enclosing Plaintiffs' final exhibit list and confer with J. Levitt of Morrison & Foerster re: same (.20); draft email to Residential Capital trial team, including J. Levitt, R.</p>	3.20

Abdelhamid, A. Ruiz and S. Engelhardt of Morrison & Foerster, G. Horowitz, C. Siegel, A. Goodman, N. Hamerman and P. Farber of Kramer Levin, J. Morris, R. Feinstein and J. Rosell of Pachulski and M. Moscato and T. Foudy enclosing Plaintiffs' and Defendants' final exhibit list (.20); email correspondence with J. Morris re: Plaintiffs' trial exhibits (.20); correspond with S. Ballard re: delivery of flash drives containing Plaintiffs' exhibits to Judge Glenn's Chambers and email correspondence with B. Fritz B. Carney, and H. Raff re: same (.30); email correspondence with R. Abdelhamid, J. Levitt, J. Morris, and G. Horowitz re: Defendants' additional deposition designations (.40)

10/25/13 JCB	<p>Teleconference with T. Foudy, M. Moscato, E. Combs, and B. Kotliar re: lack of goodwill on petition date in light of litigation liabilities and potential shutdown and arguments re: same in connection with drafting a portion of the post-trial brief for the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); call with T. Foudy, M. Moscato, E. Combs, and B. Kotliar re: status of research re: whether liquidating company possesses goodwill subject to a lien on intangible assets and arguments relating to goodwill as after acquired property in light of research findings (.70); meet with E. Combs and B. Kotliar re: research findings and coordination of drafting of memorandum re: same (.80); conduct case law research re: valuation of goodwill as an asset created postpetition (3.40); draft case summaries and memorandum reflecting findings/analysis throughout the day (2.80)</p>	8.20
10/26/13 TF1	<p>Participate in conference call with M. Moscato, B. Kotliar, E. Combs, and J. Berman on research regarding lack of goodwill on petition date in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); review and comment on inserts for post-trial brief (.60)</p>	1.50
10/26/13 MJM	<p>Review and comment on multiple drafts of B. Kotliar and E. Combs's draft insert for post-trial brief relating to "goodwill" at petition date issue in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); review drafts of J. Berman memo re: "goodwill" issue raised by M. Puntus (1.00); teleconference with T. Foudy, B. Kotliar, J. Berman, E. Combs re: lack of goodwill on petition date and additional research necessary to support arguments re: goodwill as asset created postpetition not subject to prepetition liens under Section 552 of the Bankruptcy Code in connection with drafting a portion of the post-trial brief</p>	3.30

for the Phase I trial on the JSN Adversary Proceeding
(.90)

10/26/13 EC	Teleconference with M. Moscato, T. Foudy, J. Berman, and B. Kotliar re: additional research relating to whether outstanding threats of litigation or regulatory shutdown are sufficient to eliminate goodwill as of the petition date and arguments under Section 552 and 541 of the Bankruptcy Code that goodwill generated by the bankruptcy process is not property of the estate and represents after acquired property not subject to prepetition liens in connection with Curtis' role as conflicts counsel where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); research relating to apportionment of goodwill in a liquidating business and whether goodwill exists in such business (2.60); conference with B. Kotliar re: status of Section 552 research re: goodwill (.30); draft brief insert reflecting argument on sections 552 and 541 for post hearing brief in JSN matter (1.40)	5.20
10/26/13 BMK	Review memorandum and research re: lack of liens on postpetition goodwill and goodwill in closing or liquidating businesses in connection with drafting portion of post-trial brief re: same for Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); teleconference with T. Foudy, M. Moscato, J. Berman, and E. Combs re: same and additional research assignments to support arguments re: same (.90); research re: "after-acquired" property under section 552(a) of the Bankruptcy Code under the Supreme Court's decision in Local Loan v. Hunt in connection with same (.80); email correspondence with T. Foudy and M. Moscato providing update on research in light of findings in same (.40); further research re: after acquired property under section 552(a) re: property not in existence on petition date and arising solely due to debtor's efforts in the bankruptcy (1.10); conferences with E. Combs re: same and status of his research (.30); begin drafting insert for post trial brief re: same by incorporating evidence from trial and prior research (1.50); email correspondence with E. Combs re: same and necessary additional research and revisions (.30); email correspondence with T. Foudy and M. Moscato re: summarizing research and forwarding draft insert (.20)	5.90
10/26/13 JCB	Teleconference with T. Foudy, M. Moscato, E. Combs, and B. Kotliar re: lack of goodwill on petition date and additional research necessary to support arguments re: goodwill as asset created postpetition not subject to prepetition liens under section 552 of the Bankruptcy Code in connection with drafting a portion of the post-trial brief for the Phase I trial on the JSN	4.00

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 75

Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); additional research for memorandum summarizing relevant caselaw on appropriate valuation of goodwill (1.80); revise memorandum re: same (1.30)

10/27/13 TF1	Review proposed findings of fact and post-trial brief while noting suggested changes/comments in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.90); correspondence regarding JSNs' request to add last deposition designations (.10)	3.00
10/27/13 MJM	Preliminary review of draft findings of fact and post-trial brief in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50); final review of B. Kotliar and J. Berman legal memoranda relating to Post-trial brief issues in the JSNs litigations (.40); edit draft Post-trial Brief in preparation for tomorrow's meeting with Morrison & Foerster re: same (1.30)	3.20
10/27/13 EC	Draft insert for findings of fact and conclusions of law regarding burden of proof with respect to value or existence of goodwill as of the petition date in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40)	0.40
10/27/13 BMK	Draft email to D. Blabey, J. Trachtman, and G. Horowitz of Kramer Levin, J. Levitt, M. McPherson, and T. Goren of Morrison & Foerster re: circulating portion of post-trial brief re: postpetition goodwill as after acquired property under section 552 of the Bankruptcy Code in connection with the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); email correspondence with M. Moscato and T. Foudy re: same (.20)	0.50
10/27/13 ET	Email correspondence with J. Levitt and R. Abdelhamid of Morrison & Foerster and J. Morris of Pachulski re: Defendants' additional deposition designations (.20); email correspondence with M. Moscato, T. Foudy, and J. Berman re: same (.20); review drafts of Plaintiffs' Proposed Findings of Fact and Phase I Post-Trial Brief, focusing on the sections pertaining to the sale of assets to Ocwen and Walter (1.10); correspond with M. Moscato re: same (.30)	1.80
10/28/13 TF1	Confer with M. Moscato on comments to post-trial brief and proposed findings of fact in connection with Phase	1.40

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 76

I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); correspondence regarding attempts to resolve deposition designation dispute (.10); review emails regarding research for post-trial brief on standard of assessing value for adequate protection purposes (.20); confer with M. Moscato on meeting to discuss brief comments (.30)

10/28/13 MJM	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, edit draft Post-trial Brief in preparation for today's drafting session re: same (2.40); meet with T. Foudy to discuss her suggested edits to draft post-trial Findings of Fact (.80); discussion with E. Tobin re: upcoming drafting session with co-counsel (.50); attend meeting with E. Tobin and other members of Phase I trial team including J Levitt, M. McPherson, S. Engelhardt, T. Goren, S. Martin, and A. Ruiz of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, and G. Horowitz, C. Siegel, P. Farber, A. Goodman, D. Blabey, and J. Trachtman of Kramer Levin re: research in connection with Plaintiffs' Proposed of Fact and Phase I Post-Trial Brief (2.80); discussion with E. Tobin re: follow-up to above drafting session (.50); circulate mark-up of Post-trial Brief to M. McPherson of Morrison & Foerster and D. Blabey of Kramer Levin (.60); discussion with T. Foudy re: same (.30)	7.90
10/28/13 EC	Review documents and prepare email with analysis of values attributed to principle and interest in JSN notes in connection with Curtis' role as conflicts counsel, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
10/28/13 BMK	Review and comment on draft post-trial memorandum of law, specifically portions of brief relating to evidence at trial for accuracy and previously drafted portion relating to goodwill as after-acquired property under section 552 of the Bankruptcy Code in connection with the Phase I trial on the JSN Adversary Proceeding where Wells where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.60); respond to inquiries by M. Moscato re: same including Supreme Court's decision in Timbers relating to adequate protection and valuation of collateral for oversecured status purposes and arguments relating to revival of liens under cash collateral order (.80)	2.40
10/28/13 SB	Prepare set of exhibits on Defendants' final trial exhibit list as accepted into evidence by the Court per request of E. Tobin in connection with Phase I of the JSN	1.40

Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); review for and prepare list of all missing or unstamped Defendants' trial exhibits (.20)

10/28/13 ET	Review research re: allocation of purchase price for assets sold by Debtors in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); edit draft Plaintiffs' Proposed Findings of Fact and Phase I Post-Trial Brief in connection with same (.90); confer with M. Moscato re: research re: allocation of purchase price for assets sold by Debtors and Plaintiffs' Proposed Findings of Fact and Phase I Post-Trial Brief (.50); attend meeting with M. Moscato and other members of Phase I trial team including J. Levitt, M. McPherson, S. Engelhardt, T. Goren S. Martin, and A. Ruiz of Morrison & Foerster, J. Morris and J. Rosell of Pachulski, and G. Horowitz, C. Siegel, P. Farber, A. Goodman, D. Blabey, and J. Trachtman of Kramer Levin re: research in connection with Plaintiffs' Proposed of Fact and Phase I Post-Trial Brief (2.80); follow-up discussions with M. Moscato re: same (.50); continue to review and analyze Plaintiffs' draft Proposed Findings of Fact and insert citations to the record, including Plaintiffs' trial exhibits (1.90); correspond with S. Ballard re: Defendants' trial exhibits (.20); draft email to B. Carney of Akin Gump and B. Fritz of White and Case re: Defendants' trial exhibits that Plaintiffs do not have (.20)	7.80
10/28/13 JCB	Review and comment on draft Phase I post-trial brief and proposed findings of fact in connection with Curtis' role as conflicts counsel where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.80); review JSNs' submission re: plaintiffs' objections to deposition designations and JSNs' response thereto (.70)	3.50
10/29/13 MJM	Respond to P. Farber of Kramer Levin question re: citation to Ocwen 30(b)(6) deposition in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review Defendants' and Plaintiffs' memoranda of law re: admissibility of portions of Ruhlin and Horner deposition testimony (.20)	0.50
10/29/13 EC	Draft email for M. Moscato detailing potential responses to hearsay objections with respect to articles or press releases in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); attend to research re: same (.30)	0.50

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 78

10/29/13 SB	Prepare set of final Plaintiffs' exhibits admitted into evidence at trial per request of E. Tobin in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.30)	2.30
10/29/13 ET	Review Plaintiffs' trial exhibits in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.00); review transcripts of trial testimony (2.00); review draft Proposed Findings of Fact for the Phase I trial (1.00); revise the draft Proposed Findings of Fact to update citations to the record (1.70); confer with D. Blabey of Kramer Levin re: same (.20)	6.90
10/30/13 TF1	Attend to staffing and assignments in respect of completion tasks for post-trial briefing for Phase 1 trial in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40)	0.40
10/30/13 MJM	Edit draft Phase I Post-Trial Brief in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.40); discussion with E. Combs re: redline and cover email for draft Phase I Post-Trial Brief (.40); check redline and cover email for draft Post-Trial Brief to circulate to co-counsel (.30)	4.10
10/30/13 EC	Update citations and formatting in Plaintiffs' finding of fact to reflect corrected citations in connection with Curtis' role as conflicts counsel where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.10); review documents referenced in same to locate accurate citations for findings of fact and ensure correct citations previously inserted (.80); meet with M. Moscato to discuss potential improvements and proposed revisions for Plaintiffs' pre-trial brief (.40); revise pre-trial brief in light of discussions with M. Moscato (2.20) draft cover email with explanation of edits to Plaintiffs' post-trial brief (.70)	8.20
10/30/13 MPJ	Draft glossary of all terms defined in the Plaintiffs' Proposed Findings of Fact in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (4.80)	4.80
10/30/13 BMK	Revise draft proposed findings of fact to accurately reflect factual documents and exhibits relied upon for pages 51 through 70 of same in connection with the post-trial brief on the Phase I trial of the JSN Adversary	2.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 79

Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.30); email correspondence with E. Tobin, J. Weber, and E. Combs re: same (.40)

10/30/13	JTW	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, review Plaintiffs' proposed findings of fact to conform citations to testimony and trial exhibits (2.10); multiple correspondences with E. Tobin, B. Kotliar and E. Combs re: same (.20); review and comment on draft version of the Plaintiffs' proposed findings of fact and draft glossary of all terms defined therein in connection with same (2.20)	4.50
10/30/13	SB	File Defendants' exhibits admitted into evidence at trial and received from Counsel into appropriate electronic filing directories in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); prepare set of Plaintiffs' exhibits admitted into evidence at trial per request of E. Tobin (1.70)	2.00
10/30/13	ET	Review Plaintiffs' trial exhibits, transcripts of trial testimony and the draft Proposed Findings of Fact for the Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (3.60); confer with P. Farber, D. Blabey, and Y. Chernyak of Kramer Levin re: same (.40); edit revised draft of Plaintiffs' Phase I Post-Trial Brief, focusing on sections related to the Debtors' sale of assets under the Ocwen APA (1.10); correspond with E. Combs, B. Kotliar, and J. Weber re: review and cite-checking of draft Proposed Findings of Fact for the Phase I trial in the JSN Adversary Proceeding (.60); email correspondence with P. Farber, D. Blabey, and Y. Chernyak of Kramer Levin, and J. Rosell of Pachulski re: same (.50); telephone call with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: strategic issues related to preparation for closing arguments for the Phase I trial in the JSN Adversary Proceeding (.30); correspondence with M. Moscato, M. Jones, and J. Weber re: preparation of a glossary of defined terms for Plaintiffs' Proposed Findings of Fact (.40)	6.90
10/31/13	SJR	Review of plaintiff's phase one post-trial brief in connection with JSN litigation (3.40); review of proposed findings of fact in connection with phase one trial in ResCap matter regarding JSN litigation over secured nature of claims and other matters (3.70)	7.10
10/31/13	MJM	Review current version of draft Phase I Post-Trial Brief in connection with Phase I of the JSN Adversary	7.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 80

Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); edit draft Phase I Post-Trial Brief and circulate mark-up of same to M. McPherson of Morrison & Foerster (2.10); review and edit current draft of Findings of Fact (1.70); check glossary of defined terms in Post-Trial Submissions as proposed by M. Jones and J. Weber (.60); discuss glossary of defined terms with M. Jones and E. Tobin (.40); edit further revised version of draft Post-Trial Brief (.80); drafted email listing edits to co-counsel (.30)

10/31/13 EC	Cite and fact check portion of finding of fact brief (1.60); update Plaintiffs' trial exhibit lists to reflect addition of documents pursuant to stipulation with Defendants (.20)	1.80
10/31/13 MPJ	In connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, meet with M. Moscato and E. Tobin regarding Glossary of terms to be included in the Plaintiffs' Proposed Findings of Fact (.40); update Glossary of terms to be included in Proposed Findings of Fact to incorporate comments of E. Tobin and M. Moscato (2.20); review updated draft of Proposed Findings of Fact circulated by Y Chernyak of Kramer Levin at 8:20 p.m. (.80); provide comments regarding consistent use of terminology throughout said document (1.00); update draft of Glossary of defined terms used in the proposed Findings of Fact to ensure accuracy with Y. Chernyak's updates (.80)	5.20
10/31/13 BMK	Revise portion of proposed findings of fact reviewed by Curtis in connection with submitting post-trial briefs and pleadings in the Phase I litigation of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Loomis, David Kempner, and Silverpoint are conflict parties (1.30); email correspondence with E. Tobin and E. Combs re: same (.30)	1.60
10/31/13 JTJ	Review and comment on draft revised version of Plaintiffs' proposed findings of fact and draft glossary of all terms defined therein in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); correspond with M. Jones re: same (.30)	1.60
10/31/13 ET	Review and edit versions of the glossary of defined terms for Plaintiffs' Proposed Findings of Fact (.70); provide edits re: same to M. Jones in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); email correspondence with M. Moscato and D. Blabey,	10.80

P. Farber, and Y. Chernyak of Kramer Levin re: same (.20); meet with M. Moscato and M. Jones re: glossary of defined terms (.40); review and edit draft Plaintiffs' Proposed Findings of Fact for the Phase I trial in the JSN Adversary Proceeding (3.40); provide edits to D. Blabey, P. Farber and Y. Chernyak of Kramer Levin (.40); correspond with M. Moscato re: same (.30); review analyst reports from Citibank and Credit Suisse re: Nationstar's stalking horse bid and correspond with G. Horowitz, N. Hamerman, C. Siegel, P. Farber, and D. Blabey of Kramer Levin re: same (.50); email correspondence with D. Lowe of Iris Data Services re: stamping of PX 434 and 435 and review the stamped documents (.40); email correspondence with B. Carney of Akin Gump and B. Fritz of White & Case re: same (.20); draft email to K. Dabbert, Law Clerk to Judge Glenn re: same and enclosing PX 434 and PX 435 and updated version of Plaintiffs' exhibit list (.20); draft emails to Phase I trial team and D. Schleckler and S. Kam of Reed Smith enclosing PX 434 and PX 435 and updated versions of Plaintiffs' exhibit list (.30); edit draft Plaintiffs' Phase I Post-Trial Brief, including update of glossary re: same (2.90); provide edits to D. Blabey, P. Farber, and Y. Chernyak of Kramer Levin (.30); correspond with M. Jones and J. Weber re: updating glossary per revised draft Brief and Proposed Findings of Fact for the Phase I trial in the JSN Adversary Proceeding (.40)

TOTAL HOURS

1,586.70

January 21, 2014
Inv # 1596824
Our Ref # 062108-000410

Page 82

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	21.00	830	17,430.00
Turner P. Smith	Partner	1.20	830	996.00
Michael J. Moscato	Partner	195.10	785	153,153.50
Theresa A. Foudy	Partner	114.70	730	83,731.00
Maryann Gallagher	Counsel	2.40	625	1,500.00
Ellen Tobin	Associate	277.40	600	166,440.00
Jeffrey C. Berman	Associate	172.40	600	103,440.00
Daniel A. Bloom	Associate	41.60	480	19,968.00
Nicole Mazanitis	Associate	12.20	435	5,307.00
Michael P. Jones	Associate	101.70	305	31,018.50
Bryan M. Kotliar	Associate	166.90	305	50,904.50
John Thomas Weber	Associate	48.20	305	14,701.00
Alyssa Astiz	Associate	9.50	305	2,897.50
Edward Combs	Associate	251.70	290	72,993.00
Neal Goodman	Litigation Support	1.10	260	286.00
Franklin R. Guenthner	Legal Assistant	3.70	235	869.50
Noah Gardy	Legal Assistant	7.40	235	1,739.00
Ashley Baldwin-Hunter	Legal Assistant	10.40	210	2,184.00
Samuel Ballard	Legal Assistant	143.90	200	28,780.00
Michael Malavarca	Litigation Support	4.20	200	840.00
		1,586.7		\$759,178.50

TOTAL SERVICES

\$759,178.50

Summary of Expenses

Courier Expense	90.17
External Photocopy Services	5,471.60
Intercall Audio Conferencing	218.90
CourtCall	710.00
Pacer - ECF	221.20
Process Service	1,582.15

TOTAL EXPENSES

\$8,294.02

TOTAL THIS INVOICE

\$767,472.52



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 21, 2014

Inv. # 1596835
Our Ref. 062108-000500
SJR

Attention: Residential Capital, LLC

Re: Plan and Disclosure Statements

10/01/13 SJR	Review correspondence re: Ad Hoc Group discovery in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.30); review e-mails regarding same (.30)	1.60
10/01/13 TF1	Edit draft deposition notices to Ad Hoc Group and certain members of Ad Hoc Group in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.90); exchange emails with M. Jones regarding comments to same (.10); participate in call with M. Jones and K. Eckstein of Kramer Levin, and L. Kruger, G. Lee and C. Kerr of Morrison & Foerster regarding discovery served on JSNs in connection with Plan confirmation/Phase II of adversary proceeding (1.00) follow-up correspondence with J. Berman and M. Jones re same (.10); confer with C. Kerr and G. Lee on deposition discovery in connection with Plan Confirmation/Phase II (.30)	2.40
10/01/13 MG8	Telephone conference with L. Delehey regarding Committee position on timing of potential action against Cerberus, a conflict party, with respect to CMH Holdings and related matters (.20); telephone conference with M. Rothchild of Morrison & Foerster regarding adding potential causes of action against conflict party Cerberus with respect to CMH Holdings to list of preserved Causes of Action to be included in Plan Supplement (.20); draft email summarizing the potential causes of action against Cerberus in connection with CMH Holdings to be included in the Plan Supplement's list of preserved causes of action (.50); correspond with B. Kotliar regarding research on timing for turnover actions and preservation of causes of action (.40); review summary of research on timing of turnover actions and preservation of same (.50); follow-up correspondence with T. Smith and M. Cohen regarding same (.20)	2.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 2

10/01/13	MAC	Review UMB voting stipulation in connection with Plan Confirmation issues (.60); review research of issues in connection with preservation of turnover action against Cerberus, a conflict party (.80); conduct research re: necessary plan modifications in connection with same (1.30)	2.70
10/01/13	MPJ	Prepare for call with T. Foudy, Morrison & Foerster, and Kramer Levin regarding status of discovery requests of the Ad Hoc Group and individual Junior Secured Noteholders in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); participate in call with T. Foudy and K. Eckstein of Kramer Levin, and L. Kruger, G. Lee and C. Kerr of Morrison & Foerster regarding current status of discovery requests served on the Ad Hoc Group and individual Junior Secured Noteholders (1.00); draft Rule 30(b)(6) deposition notices addressed to members of the Ad Hoc Group, Aurelius, Loomis, and Davidson Kempner corresponding to previously served discovery requests (1.90)	3.20
10/01/13	BMK	Draft summary of legal conclusions and analysis of preservation of turnover claim in connection with CMH dispute with conflict party Cerberus (1.70); review and revise same and circulate for review to T. Smith, M. Cohen, and M. Gallagher (.50)	2.20
10/02/13	TF1	Edit draft deposition notices to Ad Hoc Group and certain members of Ad Hoc Group in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); circulate same to Morrison & Foerster (.20); confer with A. Lawrence and C. Kerr of Morrison & Foerster on same (.30); emails with same re: same (.20); draft emails to Committee counsel on same (.20)	2.00
10/02/13	MG8	Attend to correspondence with M. Cohen regarding potential turnover claims against CMH/Cerberus, a conflict party, and preservation of causes of action in proposed Plan (.20)	0.20
10/02/13	MPJ	Update draft subpoenas for testimony directed to the Ad Hoc Group of JSNs, and conflict parties Aurelius, Loomis, and Davidson Kempner to incorporate T. Foudy's comments from October 1 (.60)	0.60
10/03/13	SJR	Attend to issues regarding possible subpoenas on Ad Hoc Group members including review of subpoenas in connection with same (.70); follow-up correspondence with T. Foudy regarding discussions with counsel for Creditors' Committee related to subpoenas to be served on Ad Hoc Group members in connection with	4.70

trading activity (.40); attend to issues regarding depositions to be taken in connection with JSN objections to Plan Confirmation including review of e-mails, outline of depositions and materials in connection with same (2.30); attend to matters regarding Plan revisions related to preservation of causes of action and particularly those related to conflict party Cerberus (1.30)

10/03/13 TF1	Correspond with T. Smith regarding taking depositions of Ad Hoc Group members in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); conference with M. Jones on finalizing subpoenas to Ad Hoc Group members and notice of deposition to Ad Hoc Group (.70); follow-up correspondence with same re: same (.20); meet with J. Weber on research regarding same and review results of research (.40); confer with A. Lawrence at Morrison & Foerster regarding timing of service (.20); confer with K. Eckstein of Kramer Levin and R. Feinstein of Pachulski regarding same (.30); finalize final drafts of subpoenas and notice for mailing to Morrison & Foerster and Kramer Levin (.30)	2.90
10/03/13 MG8	Review case law on post-confirmation turnover actions in connection with preservation of certain causes of action under Plan including potential actions against Cerberus, a conflict party (.70); follow-up correspondence with M. Cohen and B. Kotliar re: same (.50); review Plan provisions addressing preserved causes of action by Liquidating Trust (.50); attend to correspondence with L. Marinuzzi of Morrison & Foerster regarding potential additional language in Plan and/or confirmation regarding preservation of turnover action, as the Debtors may have potential causes of action for turnover against conflict parties Citibank and Cerberus (.40)	2.10
10/03/13 MAC	Conduct additional research in connection with preservation of causes of action against conflict parties Citibank and Cerberus through Plan confirmation (1.50)	1.50
10/03/13 MPJ	Meet with T. Foudy to discuss current status of drafts of subpoenae demanding Rule 30(b)(6) testimony from the Ad Hoc Group of Junior Secured Noteholders, Aurelius Capital Management, Davidson Kempner, Loomis, Marathon, Pentwater, Silver Point, and York Capital in connection with the Phase II JSN Adversary Proceeding as Aurelius, Davidson Kempner, Loomis, and Silver Point are conflict parties (.70); update subpoenae addressed to the Ad Hoc Group, Aurelius Capital Management, Davidson Kempner, Loomis, Marathon, Pentwater, Silver Point, and York Capital to incorporate T. Foudy's comments, specifically creating an independent Notice and Schedule A (describing	4.80

each topic of deposition testimony) for each of the above mentioned entities (2.90); finalize each of the aforementioned subpoenae and Notices (to be served on all Plan Confirmation Discovery Participants) for service on October 4, 2013 (1.20)

10/03/13 JTW	Per the request of T. Foudy, conduct research in connection with the Debtors' ability to issue a subpoena pursuant to Fed. R. Civ. P. 30 (b)(6) to a witness more than 100 miles outside the state of New York and take that witness's deposition in New York in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (3.20); meet with T. Foudy re: results of research re: same (.40); draft e-mail memorandum for T. Foudy and M. Jones summarizing research to provide possible alternative courses of action to obtain deposition testimony of witnesses residing beyond the territorial boundaries provided by Fed. R. Civ. P. 45 (2.80)	6.40
10/03/13 DAB	Correspondence with F. Guenther re: Plan confirmation related dates and deadlines (.20)	0.20
10/03/13 FRG	Update calendar entries in connection with Plan Confirmation-related events (.40); correspond with B. Kotliar re: same (.10)	0.50
10/03/13 SB	Prepare electronic sets of subpoenas to be served on October 4 per request of M. Jones in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20)	0.20
10/03/13 JCB	Review and revise final versions of subpoenae for testimony and documents in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40)	0.40
10/07/13 TF1	Review plan proponents' list of witnesses for hearing in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); review Rule 30(b)6 subpoenas to AFI in connection with same (.10); review draft letter from conflict party Wells Fargo concerning plan confirmation/phase II discovery requests and draft response concerning same (.30); confer with S. Reisman re: discovery-related insight based upon prior Judge Glenn cases (.70)	1.20
10/08/13 SJR	Review discovery-related issues in connection with Phase II of the JSN adversary proceeding including Plan Confirmation issues and issues raised by JSNs in	2.50

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 5

connection with Plan confirmation discovery (1.80); confer with T. Foudy regarding feedback on my views on same based upon experience in other cases before Judge Glenn (.70)

10/08/13 TF1	Meet with M. Jones on finalization of deposition subpoenas in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); attend to matters in connection with same, including scheduling and staffing issues in connection with reaching a potential resolution (.90); conference with J. Walsh re: same (.50); emails with counsel for Aurelius regarding scheduling call (.10)	1.80
10/08/13 JJW	Review proposed Plan and Disclosure Statement in connection with Phase II discovery issues, including document and deposition discovery of Aurelius, Davidson Kempner and other conflict parties (5.50); review document requests issued to conflict parties in connection with same (.80); review Order re: Discovery Protocol in connection with same (.70); conference with T. Foudy re: Phase II discovery issues, project assignment, and scheduling and staffing issues in connection with same (.50); review research re: Section 506(b) of the Bankruptcy Code addressing potential recovery of fees in connection with discovery requests for Aurelius trading discovery (1.00)	8.50
10/08/13 MPJ	Meet with T. Foudy to discuss status of outstanding discovery requests issued to individual Ad Hoc Group members and the Debtors' plans to serve 30(b)(6) subpoenas on various individual members of the Ad Hoc Group of JSNs in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); incorporate T. Foudy's comments to final Rule 30(b)(6) subpoenas addressed to Aurelius, Davidson Kempner, Loomis, Marathon, Pentwater, Silver Point, and York (2.60); prepare and finalize same for service (.50)	3.40
10/08/13 DAB	Review various pleadings and decisions filed in Adelphia case addressing fees of certain creditors per T. Foudy request in connection with Plan Confirmation issues related to the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); draft detailed analysis of Judge Gerber's Adelphia decision denying Arahova Noteholders' fees in connection with same, per T Foudy request (1.50); follow-up regarding same per T. Foudy's request (.80)	3.50
10/08/13 NG1	Review subpoenas in preparation for documents to be received in connection with Phase II and Plan	0.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 6

Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.60)

10/09/13 SJR	Review chart analyzing adequate protection payments pursuant to Cash Collateral Order in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review of discovery protocol with respect to Plan Confirmation (.70)	1.30
10/09/13 TF1	Follow-up correspondence with M. Jones on service of deposition subpoenas and timing and status of negotiations in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); conference call with J. Walsh and M. Jones, Milbank, counsel for Aurelius, and Morrison & Foerster on response to subpoena re: same (.80); prepare for call with Aurelius counsel re: same (.40); discuss preparation for JSN depositions with M. Jones and J. Walsh (.50); review letter from conflict party Wells Fargo regarding Phase II/Plan Confirmation discovery (.10); follow-up emails on Aurelius discovery issues with Morrison & Foerster (.20)	2.40
10/09/13 JJW	Review research re: Adelphia case and Section 506(b) of the Bankruptcy Code as they relate to fees in connection with discovery requests for Aurelius trading discovery and in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.50); review Disclosure Statement in connection with Phase II discovery issues, including document and deposition discovery of Aurelius, Davidson Kempner and other conflict parties (4.50); review document requests issued to Aurelius and other conflict parties (.60); conference with T. Foudy and M. Jones re: preparations for Phase II discovery issues (.50); attend telephonic meet and confer with Milbank, counsel for Aurelius, T. Foudy, M. Jones, and Morrison & Foerster re: discovery requests (.80)	7.90
10/09/13 MG8	Correspond with J. Walsh regarding issue with respect to JSN adequate protection payments for fees pursuant to Cash Collateral Order in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); review Plan provisions regarding payment of professional fees of JSN Collateral Agent and JSN Indenture Trustee and well as adequate protection payments (.60); correspond with D. Bloom regarding	1.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 7

the same (.20); review D. Bloom summary of cash collateral order provisions regarding JSN professional fees and related plan provisions and follow-up with him regarding the same (.40); attend to correspondence with M. Rothchild of Morrison & Foerster regarding update to CMH Holdings situation with respect to amounts held by Cerberus that should be distributed to Debtors pursuant to CMH Holdings LLC Agreement and retaining causes of action pursuant to Plan in connection with dispute with Cerberus, a conflict party (.20)

10/09/13 MAC	Review of various JSN Adversary proceeding documents including JSNs' Amended Counterclaims, Debtor/Committee Complaints, and Cash Collateral Order and stipulations in connection with Curtis' role as conflicts counsel to the Debtors (2.70); conduct research related to ability to object to Ad Hoc Committee's fees and claims (2.10); confer with D. Bloom re: same and re: relevant Plan provisions re: same (.40)	5.20
10/09/13 MPJ	Conference with T. Foudy and J. Walsh regarding preparation for Phase II discovery issues (.50); prepare for meet and confer with counsel for the Ad Hoc Group regarding document requests previously served on the Ad Hoc Group (.50); participate in meet and confer with T. Foudy, J. Walsh, Morrison & Foerster, and Milbank (counsel for the Ad Hoc Group) regarding the document requests previously served on the Ad Hoc Group (.80); update subpoenae demanding 30(b)(6) deposition testimony from the Ad Hoc Group, Aurelius, Davidson Kempner, Marathon, Loomis, Pentwater, Silver Point, and York Capital for potential service on October 10, 2012 (1.10)	2.90
10/09/13 JTW	Confer with D. Bloom as to provisions of the Final Cash Collateral Order and the Debtors' and Committees' Proposed Joint Plan to identify timing related to the Debtors' ability to object to the fees of the JSNs' Counsel on grounds of bad faith and "reasonableness" (.20)	0.20
10/09/13 DAB	Review T. Foudy and G. Lee email correspondence related to G. Lee's research questions pertaining to Ad Hoc Group and Indenture trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection with Plan Confirmation issues related to the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); analyze fee language in Cash Collateral order in connection with same (.40); conference with J. Weber re: same (.20); email memo to M. Cohen re: same (.40); review proposed plan of reorganization in connection with same (.80); confer throughout day with	6.10

M. Cohen re: same (.40); extensive review of monthly operating reports and Ad Hoc Group's production in connection with fee queries from G. Lee and T. Foudy (1.40); email T. Foudy summary of Court's Order Granting Motion to Implement Discovery Protocol Related to Plan Confirmation, entered on September 3, 2013 [Docket No. 4913] (.20); draft memorandum to T. Foudy re: findings in connection with fee queries from G. Lee and T. Foudy (1.00); draft chart analyzing all adequate protection payments pursuant to the Cash Collateral Order per M. Gallagher email (.80); circulate same with revised draft fee-related memo (.20)

10/09/13 JCB	Correspondence with M. Jones re: subpoenas already served and to be served on Residential Capital noteholders in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40)	0.40
10/09/13 BB	Prepare documents and images in preparation for attorney review in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.20)	1.20
10/09/13 NG1	Review subpoenas and document requests, per J. Walsh's email in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.50)	1.50
10/10/13 SJR	Attend to issues with respect to discovery of JSNs and strategy regarding same in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review D. Bloom's and T. Foudy's analysis of Ad Hoc Group's and Indenture Trustee's request and rights to payment of fees pursuant to Plan, Bankruptcy Code and case law in connection with same to the extent they are over-secured or under-secured (2.20)	2.80
10/10/13 TF1	Meet with M. Gallagher, J. Walsh, and D. Bloom on addressing fee payments of JSNs in plan or at plan confirmation in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); confer with T. Goren of Morrison & Foerster on potential challenge to Ad Hoc Group's fees (.20); review Houlihan engagement letters in connection with production of Houlihan documents in response to discovery requests (.20); draft email to Aurelius counsel responding to objections raised during telephonic meet and confer (.40); follow up with Morrison & Foerster on timing of	1.80

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 9

service of deposition notices to Ad Hoc Group members
(.30)

10/10/13 JJW	Review Ad Hoc Group document production in connection with Phase II discovery issues, including document and deposition discovery of conflict parties in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (2.50); correspond with J. Mosse re: same (.30); correspondence with T. Foudy re: Aurelius discovery issues (.50); review Disclosure Statement, proposed Plan and related documents in connection with Phase II discovery issues (1.30); meet with T. Foudy, M. Gallagher and D. Bloom to discuss Debtors' request consider potential dispute with respect to JSNs fees and expenses due to certain actions taken by JSNs during the bankruptcy cases (.70)	5.30
10/10/13 MG8	Review preservation of causes of action language from numerous plans involving liquidating trusts, including MF Global, GM, BearingPoint, Capmark, DBSD, Borders, and Rothstein in order to prepare proposed revisions to Debtors' Joint Plan of Liquidation as it relates to Preserved Causes of Action with respect to potential causes of action against conflict parties CMH Holdings/Cerberus, Citibank, and PNC Bank (1.80); draft proposed revisions to same in connection with same (1.40); follow-up correspondence with B. Kotliar and M. Cohen with respect to the same (.30); attend to correspondence with M. Rothchild and N. Rosenbaum of Morrison & Foerster and M. Biggers and E. Dill of Bryan Cave regarding description of Debtors' potential causes of action against PNC Bank for indemnification for inclusion in Plan Supplement and follow-up review of Client Contract with PNC Bank predecessor in order to complete description (.60); follow-up correspondence with D. Bloom regarding provisions in the proposed Joint Plan and the Cash Collateral Order addressing fees and expenses of JSNs, in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); attend to review of proposed Plan, Cash Collateral Order and Supplemental Cash Collateral Orders and Stipulations and monthly operating reports to determine state of play with respect to JSNs' fees and expenses (1.60); meet with M. Cohen and D. Bloom to discuss the same (.40); meet with T. Foudy, J. Walsh, and D. Bloom to discuss Debtors' request consider potential dispute with respect to JSNs fees and expenses due to certain actions taken by JSNs during the bankruptcy cases (.70); review D. Bloom email describing manner in which JSNs' fees and expenses may be paid and manner in which they might be disputed or the right to dispute them preserved (.40)	7.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 10

10/10/13	MAC	Review research memoranda from D. Bloom and underlying case law in connection with potential objection to fees of Indenture Trustee and Ad Hoc Group in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.80); meet with M. Gallagher and D. Bloom re: same (.40); conduct further research regarding related issues in connection with same (1.20)	3.40
10/10/13	MPJ	Finalize subpoena demanding Rule 30(b)(6) testimony from Aurelius, Davidson Kempner, Loomis, Marathon, Pentwater, and York Capital for service on October 11, 2013 in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.90)	0.90
10/10/13	DAB	Further analysis of Ad Hoc Group's and Indenture Trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection with Plan Confirmation issues related to the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.50); confer with M. Cohen and M. Gallagher re: same (.40); begin analyzing pleadings and filings by the Ad Hoc Group throughout Chapter 11 Cases for purpose of analyzing potential bad faith issues in relation same per T. Foudy and G. Lee of Morrison & Foerster request (1.40); correspondence with J. Walsh and B. Butterfield re same (.30); draft chart re: same (.20); further confer with B. Butterfield regarding same (.20); meet with T. Foudy, J. Walsh, and M. Gallagher regarding same (.70); draft detailed email memorandum summarizing Curtis' analysis of fee issues and recommendations to G. Lee as to how to proceed vis-à-vis same (1.50)	7.20
10/10/13	BB2	Research docket regarding Junior Secured Noteholders and create chart populated with research related to JSNs' entitlement to fees in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.60); confer with D. Bloom re: same (.20)	0.80
10/11/13	JS	Call with J. Walsh re: status of subpoenas of Ad Hoc Group members and next steps in connection with same (.30); call with J. Mosse re: legal research and fact work related to bad faith issues (.30); review materials from case related to same (.80); review M. Jones summary of discovery objections (.10)	1.50
10/11/13	SJR	Confer with T. Foudy regarding issues related to discovery of individual and Ad Hoc Group members in	2.90

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 11

connection with Phase II Confirmation as well as issues regarding payment of fees under Section 506 and staffing of matters in connection with ongoing ResCap litigation (1.50); review documentation in preparation for meeting related to JSN litigation and issues therein (1.40)

10/11/13 TF1	Meet with D. Bloom, J. Walsh, J. Mosse, M. Gallagher, and B. Butterfield on Phase II matters and plan confirmation and how discovery requested is relevant to same in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); meet with S. Reisman to discuss discovery of individual Ad Hoc Group members, Phase II/plan confirmation, issues surrounding payment of fees under 506, and staffing in regards to same (1.50); call with A. Lawrence and C. Kerr of Morrison & Foerster on coordination of discovery on Ad Hoc Group members with other Phase II/plan confirmation discovery (.50); review JSN responses and objections (.70); meet with J. Walsh on responses to same (.50); emails on arranging discovery and "meet and confer" on Ad Hoc Group member discovery (.30)	4.90
10/11/13 JJW	Review trial testimony of Ad Hoc Group experts in connection with Phase II discovery issues, including document and deposition discovery of conflict parties in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.80); conference with T. Foudy re: Aurelius discovery issues (.50); review Disclosure Statement and proposed Plan and related documents in connection with Phase II discovery issues (1.70); call with J. Semmelman re: status of discovery requests (.30); conference with J. Mosse re: common interest privilege research (.40); discussion with M. Jones and S. Ballard re serving subpoenas on the Ad Hoc Group (.70); meet with D. Bloom, T. Foudy, J. Mosse, M. Gallagher, and B. Butterfield on Phase II matters and plan confirmation and how discovery requested is relevant to same in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40)	5.80
10/11/13 MG8	Telephonically attend meeting with T. Foudy, J. Walsh, D. Bloom, J. Mosse, and B. Butterfield to review discovery issues related to Phase II of JSN litigation and preparation for the same (1.40); follow-up correspondence with D. Bloom regarding same (.20)	1.60
10/11/13 MAC	Review various plans from analogous bankruptcies in connection with preparation of plan language to preserve causes of action against conflicts parties	4.40

through confirmation (1.20); review plan supplement documents in connection with Curtis' role as conflicts counsel to the Debtors in order to assist in preparation of responses to confirmation objections (3.20)

- | | | |
|--------------|--|------|
| 10/11/13 MPJ | Discuss with J. Walsh and S. Ballard service of subpoenas on the Ad Hoc Group, Aurelius, Loomis, Davidson Kempner, Marathon, Silver Point, and York in connection with Phase II of the JSN Adversary Proceeding in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.70); correspond with J. Walsh and T. Foudy re: draft of letter to Judge Glenn regarding reasons to compel compliance with subpoenas served on individual Ad Hoc Group Members (.20); review responses and objections to subpoenas of the Ad Hoc Group, Aurelius, and Loomis (.80); draft summary of said responses (1.40); correspond with J. Walsh regarding background of aforementioned subpoenae and arguments to be made in letter to Judge Glenn re: same (.50) | 3.60 |
| 10/11/13 JTW | Conduct research as to the Debtors' ability to take discovery for Phase II and Plan Confirmation issues on the individual Ad Hoc Group members that are conflict parties including UBS, SilverPoint and Davidson Kempner (1.40); provide T. Foudy and J. Walsh with Original AFI/Residential Capital PSA for their review in connection with Plan Confirmation issues to determine change in treatment from the original PSA to the current Plan in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); numerous correspondence with D. Bloom and J. Walsh re: research on standards applicable under section 506(c) of the Bankruptcy Code with respect to disallowance of the Ad Hoc Group's fees (.50); conduct research re: same (1.80) | 3.90 |
| 10/11/13 DAB | Meet with T. Foudy, J. Walsh, M. Gallagher, J. Mosse, and B. Butterfield to discuss Phase II discovery and fee entitlement issues in connection with Phase II Plan Confirmation issues related to the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); review docket items in connection with J. Walsh request regarding same (.80); review and circulate Plan Confirmation protocol, witness lists for J. Walsh (.60) summarize key dates, deadlines and requirements pertaining to Phase II of the JSN Litigation per J. Walsh request (2.30); correspond with same re: same (.30); communicate with F. Guenther re: same (.10); review Statement of Phase II issues per J. Walsh request (.20); correspond | 6.80 |

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 13

with same re: same (.10); research regarding parameters of discovery of individual members of an Ad Hoc Group per J. Walsh query (.40); correspond with M. Jones and J. Weber re: same (.20); review Washington Mutual and Northwest decisions re: same (.30); further correspond with J. Walsh and M. Jones re: same (.10)

10/11/13 JM	Meet with T. Foudy, J. Walsh, D. Bloom, M. Gallagher and B. Butterfield re: discovery strategy for Phase II and Plan Confirmation in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.40); review Residential Capital subpoena to Aurelius dated September 27, 2013 (.10); review Amended Order Establishing Discovery Protocol in connection with Discovery Relating to Plan Confirmation (.10); review Confidentiality Order governing Plan confirmation discovery (.10); review Notice of Deposition to the Ad Hoc Group of JSNs pursuant to Rule 30(b)(6) (.10); review Residential Capital subpoena to York Capital Management dated September 27, 2013 (.10); review Residential Capital subpoena to Davidson Kempner Capital Management LLC dated September 27, 2013 (.10) review draft email to G. Lee of Morrison & Foerster re: JSN fee issues (.10); review internal memorandum re: vote designation and equitable subordination in connection with Phase II trial (.40); review correspondence from G. Lee to Judge Glenn re: response to White & Case letter (.10); review Statement of Issues filed in the JSN Adversary Proceeding (.20); review decision In re Adelpia Communs. Corp. re: payment of non-fiduciaries' professional fees (.50); call with J. Semmelman re: Adelpia decision and payment of reasonable professional fees of creditors (.30); review email from D. Bloom summarizing In re Adelpia (.10); search for cases citing In re Adelpia and addressing the reasonableness of fees sought by creditors (.80); review JSNs' Omnibus Responses and Objections to subpoenas issued by Debtors (.20); meet with J. Walsh re: response to JSN's discovery objections and common interest privilege research issues (.40); conduct legal research on scope of common interest exception to attorney client privilege (1.30); review transcript from July 30, 2013 hearing re: JSNs' Disqualification Motion (.20)	6.60
10/11/13 BB2	Meet with J. Walsh, T. Foudy, J. Mosse, M. Gallagher, and D. Bloom regarding Phase II discovery issues in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); correspond with D. Bloom re: materials to include in Phase II binder in connection with same (.50); find and	8.70

prepare materials discussed with D. Bloom for Phase II binder in connection with same (2.50); correspond with J. Walsh and T. Foudy re: transcript excerpts regarding JSNs and the original PSA in connection with same (.10); find and email transcript excerpts discussed in connection with same (.40); prepare materials for J. Walsh in connection with same (1.00); prepare summary detailing JSN opposition to filings (2.80)

10/11/13 SB	Prepare 30(b)(6) deposition subpoenas for service and serve same per request of M. Jones (.80); discuss same with M. Jones and J. Walsh (.70)	1.50
10/11/13 NG2	Assist B. Butterfield in compiling and organizing materials in connection with review of JSN fee issues in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40)	0.40
10/12/13 JS	Review latest discovery correspondence from T. Foudy, D Bloom, J. Walsh, and J. Mosse in connection with Phase II and Plan Confirmation discovery issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.10); review and analyze issues arising from Adelphia case and docket materials (1.10); review analysis previously prepared by D Bloom re: same (.80); initial review of discovery requests on Ad Hoc Group Members (.40)	2.40
10/12/13 TF1	Review emails regarding scheduling of mandated meet and confers and submitting letter to Judge to resolve disputes in connection with discovery issues in Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); finalize email to G. Lee of Morrison & Foerster in regards to addressing reasonableness of JSN fees at Plan Confirmation (.90)	1.30
10/12/13 JJW	Review and comment on responses and objections of Junior Secured Noteholders to document subpoenas in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30); review legal research on Section 506 and "reasonable" fees in connection with JSN dispute (1.00); correspondence with T. Foudy re: meet and confer schedules (.30); review documents previously produced by JSNs in connection with objections to Phase II discovery requests (1.00); conference with J. Mosse re: same (.20); review research on adequate protection in connection with Phase II discovery (.50)	3.30
10/12/13 JM	Review documents produced by Ad Hoc Group in response to Phase I subpoenas in connection with Phase II and Plan Confirmation discovery issues where	3.10

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 15

Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.80); confer with J. Walsh re: same (.20); review 30(b)(6) notice of deposition to Ad Hoc Group (.10)

10/13/13 JS	Analyze potential bad faith issues related to Ad Hoc Group fees (.80); read materials in conjunction with same (.60); emails with D. Bloom and T. Foudy re: same (.20); further review of discovery requests and subpoenas in connection with same (.50)	2.10
10/13/13 TF1	Review correspondence from J. Semmelman and D. Bloom re: 506 fee issue in confirmation brief in connection with Plan Confirmation due to involvement of certain members of ad hoc group, including Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (.20); emails to B. Butterfield, J. Walsh, and J. Semmelman regarding charting of JSN litigation conduct (.10)	0.30
10/13/13 MPJ	Research relating to enforcement of Rule 45 subpoena with a focus on arguments raised by Aurelius' responses and objections to the subpoenas Debtors have served in connection with Plan Confirmation due to involvement of certain members of Ad Hoc Group which are conflict parties, including Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (2.10); draft letter brief addressed to Judge Glenn regarding likely discovery disputes with Aurelius in light of Aurelius' responses to the subpoena the Debtors have served (2.50)	4.60
10/13/13 DAB	Emails to J. Semmelman in response to requests related to Plan Confirmation issues implicated in the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); analyze retention of White and Case and Milbank by Ad Hoc Group of JSNs in connection with same (.80); emails to B. Kotliar and J. Weber re: same in connection with same (.20); research regarding entitlement of secured creditors to fees, costs and expenses pursuant to section 506(b) of the Bankruptcy Code per J. Walsh request (.50)	1.80
10/13/13 JM	Research case law on common interest exception to waiver of attorney client privilege in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.70)	1.70
10/13/13 BB2	Analyze JSNs' objections to discovery in connection with JSNs' fees in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (3.20); correspondence with D. Bloom re: initial research	3.90

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 16

findings (.50); draft and send emails to T. Foudy and J. Walsh in connection with same (.20)

10/14/13 JS	Review statement of Phase I and Phase II issues in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); review Aurelius response to subpoena in connection with same (.30); review prior emails between White & Case and T. Foudy re: discovery issues at Phase II in connection with same (.30); review emails from T. Foudy and D. Bloom re: fee entitlement issues in connection with same (.30); review chart re: objections and rulings in connection with same (.20); read AFI Form 8-K in connection with same (.90); read Plan Support Agreement in connection with same (.50); read Disclosure Statement and Chapter 11 Plan in connection with fee dispute with JSNs in connection with same (3.80); emails with J. Walsh and M. Jones re: new subpoenas to Ad Hoc Group members in connection with same (.20); correspond with J. Walsh re: meet and confer status (.10); begin reading hearing transcripts related to JSNs' potential bad faith and fee dispute in connection with same (.90); analyze case law re: discovery and privilege issues in connection with same (.70)	8.60
10/14/13 SJR	Attend to update on JSN litigation and serving conflict parties on Ad Hoc Group with subpoenas in connection with trading activities (.70); review research by D. Bloom and J. Weber on secured creditors' right to fees, costs and expenses and possible limitations of same in connection with bad faith actions (3.30); attend to issues in connection with JSNs' opposition to confirmation and discovery as well as possible opposition to JSNs' fee and expense requests (2.10)	6.10
10/14/13 TF1	Review responses and objections received from Aurelius and other individual group members in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); draft emails concerning further follow-up and work product needed in connection therewith (.20); draft emails regarding JSNs' attempt to schedule discovery conference with court and responses thereto (1.00); conference call with C. Kerr of Morrison & Foerster regarding JSNs' attempt to schedule conference with Court (.20); confer with J. Walsh on scheduling of meet and confers and service on Loomis (.50); correspondence with same regarding scheduling "meet and confers" and plan negotiations (.20); follow up with D. Bloom on research concerning fee allowance under section 506 of the Bankruptcy Code (.20)	3.50

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 17

10/14/13 JJW	Review Disclosure Statement and related documents in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (3.50); conference with T. Foudy re: meet and confer schedule for Phase II discovery (.50); review and comment on objections of Junior Secured Noteholders to document subpoenas (.40); review and comment on objections of conflict party Loomis Sayles to document subpoenas (.40); review and finalize revised subpoenas to conflict party Loomis Sayles (.30); review and comment on objections of Aurelius Capital to document subpoenas (.30); review case law regarding scope of discovery in connection with Plan confirmation (.50); review Discovery Protocol in connection with Plan Confirmation (.50)	6.40
10/14/13 MG8	Telephone conference with M. Rothchild of Morrison & Foerster regarding Plan Supplement List of Retained Causes of Action with respect to claims against conflict parties Cerberus/CMH Holdings and Citibank, and related suggested amended Plan language (.30); follow-up correspondence to M. Rothchild with respect to the same (.30); correspond with D. Bloom regarding research under section 506 of the Bankruptcy Code with respect to potential opposition to fees and expenses of Ad Hoc Group of JSNs, in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review and revise chart prepared by D. Bloom and B. Butterfield outlining objections, responses and motions made by Ad Hoc Group during Chapter 11 Cases and outcomes with respect to the same, in connection with potential opposition to fees of Ad Hoc Group (.70); correspond with B. Butterfield with respect to additional work on the same (.20); review notices of appearance and withdrawals of appearances filed by counsel representing JSN Indenture Trustee, Collateral Agent, certain JSNs and the Ad Hoc Group of JSNs, related Rule 2019 Statements in connection with Phase II discovery of JSN Adversary Proceeding, Plan confirmation, and possible opposition to fees and expenses of Ad Hoc Group of JSNs and discuss same with D. Bloom (.80); review of cash collateral orders and extensions, as well as the original PSA entered into by the Consenting Holdings of JSNs, in connection with preparation for Phase II discovery for the JSN Adversary Proceeding and Plan confirmation (1.20); correspond with J. Walsh with respect to the same (.20)	3.90
10/14/13 MPJ	Draft first version of letter to Judge Glenn discussing necessity of compelled disclosure of documents from	3.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 18

Aurelius relating to Plan Confirmation proceedings in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.90); review responses and objections of Loomis in connection with the subpoena for documents served by the Debtors (.50); update subpoena to be served on Loomis requesting Rule 30(b)(6) testimony to issue from District of Massachusetts (.60)

10/14/13 BMK	Correspond with J. Mosse re: previous document requests, produced documents, and other discovery issues arising from Phase I of the JSN litigation and its impact on Confirmation/Phase II matters in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); coordinate production of solicitation version of disclosure statement, plan, and plan supplement with N. Gardy for circulation (.40)	0.90
10/14/13 JTW	Correspond with D. Bloom re: identifying when White & Case became counsel to UMB, the indenture trustee of the Junior Secured Notes, in connection with research targeted at possibly objecting to White & Case fees as not payable or reasonable under section 506(b) of the Bankruptcy Code (.20); identify portions of J. Whitlinger deposition transcript where C. Shore of White & Case discussed the firm's representation of UMB Bank (.30); review hearing transcripts from the JSN Adversary Proceeding re: same (.80); correspond with D. Bloom re: review of JSN Indenture and UMB's Proof of Claim to identify provisions of the indenture UMB cites as supportive of its right to payment of costs and fees associated with the junior secured notes (.30); conduct review of indenture re: same (1.80); conduct review of proof of claim filed by JSN indenture trustee (.70); provide D. Bloom with summary of relevant provisions related to compensation and reimbursement of expenses of the JSN indenture trustee (.70); review original plan term sheet associated with the original PSA to identify for J. Walsh the treatment of the Intercompany Balances (.80); conduct research as to allowance of attorneys' fees to over-secured creditors under section 506(b) of the Bankruptcy Code, in preparation for drafting memorandum for J. Semmelman and J. Walsh re: same (2.80)	8.40
10/14/13 DAB	Provide extensive comments to B. Butterfield's rough draft of the JSN Opposition Worksheet related to "bad faith conduct" in connection with Plan Confirmation issues implicated in the JSN adversary proceeding in which Wells Fargo, UBS, Davidson Kempner, Silver Point, and Loomis are conflict parties (2.00); review of further revised draft and comments to same (.40);	10.30

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 19

confer with B. Butterfield on further research regarding same (.20); draft email memorandum to T. Foudy re: analysis of retention of White and Case and Milbank by Ad Hoc Group of JSNs and survey of filings related to retention by UMB Bank as Indenture Trustee discussed with M. Gallagher (.50); further research regarding entitlement of secured creditors to fees, costs and expenses pursuant to section 506(b) of the Bankruptcy Code per T. Foudy request (5.00); emails to J. Weber and F. Guenther re: same (.60); draft outline section of memorandum regarding same (.80); emails to J. Semmelman in response to requests related to Plan Confirmation issues (.80)

10/14/13 JM	Continue to review cases discussing applicability of common interest exception to attorney-client privilege in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.90); correspond with J. Walsh re: same (.10); draft email to J. Walsh and J. Semmelman re: Judge Glenn decision on common interest doctrine (.30); review documents produced by Ad Hoc Group in response to June 2012 document request (5.70); correspond with J. Walsh re: same (.10); review Aurelius' responses and objections to Debtors' subpoena and exhibits to same (.20); review Debtors' June 26, 2013 document requests (.20); review draft subpoenas to Loomis and attention to correspondence re same (.20)	7.70
10/14/13 BB2	Analyze JSNs' objections to all pleadings in the Chapter 11 cases since the Petition Date in connection with fee issues in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (3.20); draft email to D. Bloom in connection with same (.30); meet with D. Bloom in connection with same (.20); extensive revision to docket research memoranda in response to comments from D. Bloom (3.90); correspond with M. Gallagher re: same (.20); further revise docket research in response to comments from D. Bloom and M. Gallagher in connection with same (2.20); draft email and send docket research to T. Foudy, J. Semmelman, J. Walsh (.10)	10.10
10/14/13 FRG	Conduct research re: Proofs of Claim filed by UMB Bank against Residential Capital in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties and compile all relevant documents connected to same for J. Weber and D. Bloom (.80); pull various documents from KCC case docket related to JSN fee issues per D. Bloom (.90)	1.70

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 20

10/14/13	NG2	Compile various key documents including, ResCap Plan Supplement, Disclosure Statement & Plan, and Confirmation Notice, per request of B. Kotliar in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.60); organize same for attorney review in connection with same (2.50)	5.10
10/14/13	JCB	Review Aurelius response to document subpoena in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); correspondence with J. Walsh re: Loomis 30(b)(6) subpoena (.30); review notices of subpoenae to serve on counsel (.40)	1.20
10/15/13	JS	Correspond with T. Foudy and J. Walsh in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); correspond with J. Walsh, D. Bloom, and J. Weber re: intercompany claims in connection with same (.20); review docket materials re: Aurelius subpoena and objections in connection with analysis of JSNs' entitlement to fees (.30); meet with J. Walsh, J. Mosse, and M. Jones re: Aurelius objections and letter to Court re: discovery issues in connection with same (1.00); review pleadings in adversary proceeding case no. 13-01343 in connection with same (1.40); read Aurelius documents in connection with same (.40); review chart of intercompany claims in connection with same (.30); read objections to disclosure statement and D. Bloom memo re: same in connection with same (.80); read tax allocation agreements in connection with same (.50); read Houlihan Lokey presentation in connection with same (1.20); emails with J Mosse re: same in connection with same (.20); review earlier emails re: same from White & Case in connection with same (.10); follow-up meeting with J. Walsh, J. Mosse, and M. Jones re: discovery issues in connection with same (.30); read Kramer Levin letter exchange with White & Case re: discovery in connection with same (.20); review discovery protocol in connection with same (.20); read portions of Examiner's Report in connection with same (.90)	8.10
10/15/13	TF1	Participate in call to Court with J. Walsh and counsel to JSNs to request discovery conference in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); emails regarding same and lack of response from Ad Hoc Group concerning document requests (.30); emails with J. Semmelman and J. Walsh regarding posting of	0.90

documents produced by Aurelius to repository (.10);
emails to same regarding discovery disputes and
scheduling "meet and confer" in regard to same (.20)

10/15/13 JJW	Review Aurelius objections to Phase II discovery requests in connection with proposed meet and confer in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50); review draft expert reports and related materials in connection with same (2.50); conference with M. Jones re: discovery of Ad Hoc Group to date (.50); attend telephonic conference with Court, counsel for the JSNs, and T. Foudy relating to Phase II discovery issues presented to the Court (.30); review updated research memorandum by D. Bloom and J. Weber regarding reasonableness of fees under Section 506(b) (1.00); correspond with D. Bloom re: same (.50); conference with counsel for Loomis re: meet and confer schedule and Loomis discovery issues (.50); conference with B. Butterfield re: Aurelius trading issues (.50); review Aurelius trading history in connection with Phase II discovery issues (1.00); conference with R. Kielty of Centerview re: Aurelius trading history (.50); meet with J. Semmelman, J. Mosse, and M. Jones re: Aurelius objections and letter to Court re: discovery issues in connection with analysis of JSNs' entitlement to fees (1.00); follow-up meeting with J. Semmelman, J. Mosse, and M. Jones re: discovery issues in connection with analysis of JSNs' entitlement to fees (.30); discuss relevance of Ad Hoc Group filings such as Rule 2019 statements with M. Gallagher and D. Bloom (.20)	9.30
10/15/13 MG8	Per request of J. Walsh in regard to Plan Discovery and upcoming meet and confers, review Plan Discovery Protocol and discuss issues as to discovery related to JSN fees and expenses in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.20); confer with B. Butterfield regarding timeline of certain notices of appearance with respect to certain counsel in connection with upcoming Plan discovery related to fees and expenses of the Ad Hoc Group (.30); in connection with upcoming Phase II discovery for JSN adversary proceedings, multiple discussions throughout the day with D. Bloom on research with respect to Ad Hoc Committee of JSN's fees and expenses under section 506(b) of the Bankruptcy Code, and any relevant Indenture provisions with respect to the same, as certain noteholders, including UBS and Loomis, are conflict parties (.50); correspond with B. Butterfield and J. Walsh regarding timeline of trading activity of certain members of the Ad Hoc Group of JSNs, notices filed by their counsel and counsel to Indenture Trustee and Ad	4.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 22

Hoc Group of JSNs and timing of certain actions taken by the Ad Hoc Committee of JSNs (.30); related follow-up correspondence with B. Butterfield with respect to the same (.20); review docket for notices of appearance, Rule 2019 statements, and similar types of filings for Ad Hoc Group of JSNs and certain of their noteholders (.60); discuss relevance of the same with D. Bloom and J. Walsh (.20); review chart of largest intercompany claims and examine original PSA executed by Ad Hoc Group and original Plan Term Sheet to compare prepetition proposed treatment of JSNs and current proposed treatment of JSNs (1.30)

10/15/13 MPJ	Correspond with J. Semmelman, J. Walsh, and J. Mosse regarding current responses and objections received to each subpoena served on individual members of the Ad Hoc Group in connection with Curtis' representation as conflicts counsel in the Phase II trial and confirmation proceedings where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.50); begin research regarding what constitutes relevant information to a contested plan confirmation or Rule 9019 settlement such that it is open for discovery (1.00); participate in meeting with J. Semmelman, J. Walsh, and J. Mosse to prepare for meet and confers scheduled for October 16, 2013 with a focus on discussing (a) the relevance of the material sought and (b) likely responses to assertions of attorney-client privilege (1.00); follow-up meeting with same re: discovery issues related to fee dispute (.30); continue research regarding what constitutes relevant information to a contested plan confirmation proceeding in connection with Phase II and Plan discovery (4.00); draft email outline to J. Walsh discussing research results with a focus on (a) case law discussing acceptability of a Debtor serving subpoenas on creditors and (b) the factors relevant to confirming a plan or a settlement under the Bankruptcy Code (1.20); exchange emails with J. Walsh, M. Gallagher, and B. Butterfield regarding best methods to determine when individual members of the Ad Hoc Group joined said group for purposes of determining applicability of the common interest doctrine (.40); update and prepare for service of new subpoenas addressed to Loomis in light of K&L Gates' refusal to accept service of said subpoenas (.30); research contours of Initial Pre-Petition PSA and RMBS Settlement agreements in order to compare to current versions of such agreements in order to support the Debtors' argument in meet and confer that the JSNs' previous agreement to support such earlier agreements implicates the reasonableness of the current Plan and results in entitlement of Debtors to certain Phase II discovery (.80); conference with J. Walsh re: Ad Hoc Group discovery to date (.50); update draft agenda memorandum for meet and confers scheduled on	11.10
--------------	--	-------

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 23

October 16 to incorporate new relevance arguments relating to the various document requests served on individual Ad Hoc Group members (1.10)

10/15/13 JTW	Correspondence with D. Bloom re: memorandum as to disputing the Ad Hoc Group's entitlement to fees and expenses where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); draft section of memorandum re: relevant provisions of the JSN Indenture and background information that would support a finding by the Court that the Ad Hoc Group's counsel is not entitled to post-petition attorneys' fees (2.70); confer with D. Bloom re: same (.90) conduct further research into case law as to the reasonableness of fees to identify judicial authority finding bad faith as grounds for disallowance (2.90); review Judge Gerber's Adelphia opinion as to the meaning of "reasonableness" of creditors' attorneys' fees and draft analysis applying Judge Gerber's reasoning to the actions taken by the Ad Hoc Group's counsel (2.00); assist D. Bloom in finalizing memorandum as to the reasonableness of the Ad Hoc Group's attorneys' fees (.90)	9.80
10/15/13 DAB	Research related to scope of subpoena authority in plan confirmation and Rule 9019 context per J. Walsh query in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60); discuss relevant Court filings re: same with J Walsh and M. Gallagher (.20); correspond with M. Jones re: same (.30); research regarding "reasonableness" of fees pursuant to the Bankruptcy Code, including review of case law pertaining to sections 506(b) and 1129(a) of the Bankruptcy Code, per T. Foudy request (2.00); further analysis of case law in light of JSN issues and application to same (1.40); draft memorandum re: procedures and requirements for secured creditor's entitlement to postpetition fees and reasonableness issues related to fee requests pursuant to the Bankruptcy Code (2.80); conference with J. Walsh re: initial research results and findings re: same (.50); confer with J. Weber re: facts section and contents of same (.90)	8.70
10/15/13 JM	Meet with J. Semmelman, J. Walsh and M. Jones re: strategy for meet and confer with JSNs re: discovery in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.00); follow-up meeting with same re: discovery issues related to fee dispute (.30); research case law on application of attorney-client privilege to communications between business people within a corporation (4.30); review court filings in Judge Glenn cases addressing common	7.90

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 24

interest privilege (1.10); update draft agenda re: points to raise during meet and confer with JSNs and Aurelius re: discovery (.60); review draft letter brief to Judge Glenn re: discovery issues with Aurelius (.30); review email memorandum from M. Jones re: relevance of documents sought by Debtors' in discovery (.20); attention to correspondence re: current and former members of the Ad Hoc Group (.10)

10/15/13 BB2	Discuss with J. Berman chronology project with regards to the Aurelius trading history in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.60); research, compile and format chronology in connection with same (2.50); revise chronology in response to revisions from J. Berman (2.20); email with T. Foudy and J. Walsh in connection with same (.20); conference with J. Walsh re: Aurelius trading issues in light of case research (.50); confer with M. Gallagher re: timing of Defendants' counsel's relevant filings (.30); research in connection with revisions from T. Foudy and J. Walsh in connection with same (2.50); research representation of Ad Hoc Group, Aurelius in connection with same (1.50); email with J. Walsh in connection with same (.10)	10.40
10/15/13 FRG	Per D. Bloom, conduct research of numerous retention documents related to JSN legal representation in both the Consolidated JSN Adversary Proceedings and the Chapter 11 case and compile same for attorney review (2.10); correspond with B. Butterfield and D. Bloom re: same (.20)	2.30
10/15/13 NG2	Organize and compile numerous documents in connection with Disclosure Statement and distribute to D. Bloom, per request of B. Kotliar (1.40)	1.40
10/15/13 JCB	Discussion with B. Butterfield re: preparation of chronology linking Aurelius trading activity in the JSN Notes, as evidenced by the summary chart produced by Aurelius, and various actions taken by the Ad Hoc Group in the bankruptcy/adversary proceedings, including the filing of the Disqualification Motion in connection with obtaining discovery related to JSNs' entitlement to fees and expenses in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.60); review of disqualification motion and other materials from same timeframe as Aurelius trading history chart (2.00); revise draft chronology prepared by B. Butterfield (2.30); correspondence with J. Mosse and S. Ballard re: accessing Debtors' document repository (.40)	5.30

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 25

10/16/13 JS	Prepare for meet & confer calls in connection with obtaining discovery related to JSNs' entitlement to fees and expenses in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30); continue review of examiner's report in connection with same (1.20); review D. Bloom memo re: JSN fee issue in connection with same (1.10); strategy call with J. Walsh, J. Mosse and M. Jones in connection with discovery dispute issues arising in connection with meet and confers (.50); participate in meet & confer with Loomis, J. Walsh, J. Mosse, and M. Jones re: Phase II discovery disputes (.70) numerous emails with T. Foudy, J. Walsh, and M. Jones re: discovery issues in connection with same (.40); call with T. Foudy re: letter to court and related issues in connection with same (.40); prepare detailed email summary of same for J. Walsh and S. Reisman in connection with same (.40); work on letter to Judge Glenn re: discovery from Aurelius in connection with same (2.40)	7.40
10/16/13 SJR	Attend to follow-up and research matters in connection with Plan confirmation and Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties, including review of emails (3.70); review provisions of indentures and security documents regarding entitlement to fees and expenses as possible grounds for objections to JSNs' request for fees in connection with same (1.10)	4.80
10/16/13 TF1	Review issues re: including language for reservation of rights on section 506 issues in confirmation brief in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); conference call with J. Semmelman regarding investigation of JSN trading and discovery for letter to Chambers (.40); work on letter to Judge Glenn regarding trading records discovery dispute (1.10); review proposed search term compromise for Ad Hoc Members (.30); emails on progress of discovery effort (.30); participate in "meet and confer" with counsel for Aurelius and other members of Steering Committee and J. Walsh, J. Mosse, and M. Jones re: Phase II discovery disputes in advance of sending letter to Court (1.10); review timeline of trading history and draft email to Morrison & Foerster forwarding same (.20); follow-up correspondence with J. Walsh on "meet and confer" process (.20)	3.80
10/16/13 JJW	Attend telephonic meet and confer with Loomis counsel and J. Semmelman, J. Mosse, and M. Jones re: Phase	4.10

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 26

II discovery requests (.70); attend telephonic meet and confer with Aurelius counsel and T. Foudy, M. Jones and J. Mosse re: Phase II discovery requests, including discovery requests for trading documents (1.10); conference with J. Semmelman, M. Jones and J. Mosse re: strategy for meet and confers re: Phase II discovery disputes (.50); review draft expert reports in connection with Phase II issues, including issues relating to conflict parties Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point (1.80)

10/16/13 MG8	Review draft memorandum prepared by D. Bloom and J. Weber outlining fees and expenses payable under JSN indenture and standards for payment of fees and expenses pursuant to Section 506(b) of the Bankruptcy Code, and related matters (.60); attend to correspondence with T. Foudy regarding inclusion in Confirmation Brief of a discussion about JSNs' fees and expenses and why they are not entitled to be paid by the Debtors' estate, and related follow-up with D. Bloom and E. Richards of Morrison & Forester with respect to including in brief a reservation of rights for the same (.30)	0.90
10/16/13 MPJ	Continue research of case law analyzing parameters of discovery of a secured creditor in connection with Plan confirmation and Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); update notices of subpoena to Aurelius, Davidson Kempner, Loomis, Marathon, Pentwater, Silver Point, and York for circulation to the Service List in light of recent service on Loomis (.30); circulate materials necessary for meet and confers scheduled with Aurelius, the Ad Hoc Group and Loomis to J. Semmelman, T. Foudy, J. Walsh, J. Berman, and J. Mosse (.50); participate in meet and confer with Milbank Tweed and Robbins Kaplan, counsel for Aurelius, and T. Foudy, J. Walsh, and J. Mosse regarding subpoenas served to Aurelius and other Ad Hoc Group members re: Phase II discovery disputes (1.10); follow-up correspondence with J. Walsh and J. Mosse regarding outcome of meet and confer with Aurelius and the Ad Hoc Group members (.40) exchange emails with J. Walsh and T. Foudy regarding (a) final portions of the meet and confer with Aurelius and the Ad Hoc Group and (b) the service of the subpoenas on Loomis (.30); participate in meet and confer with K&L Gates, representing Loomis, and J. Semmelman, J. Walsh, and J. Mosse regarding compliance with Debtors' document requests (.70); participate in strategy meeting with J. Semmelman, J. Walsh, and J. Mosse regarding meet and confers and necessary next steps (.50); meet with J. Mosse to discuss assignments relating to drafting letter to Judge	10.10

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 27

Glenn regarding discovery disputes with Aurelius (.30); conduct follow up research regarding Judge Glenn's previous decisions relating to the scope of discovery and whether or not an actor's subjective bad faith is an issue available for discovery (2.90); draft various sections of letter to Judge Glenn regarding discovery dispute with Aurelius (1.40); update proposed search terms for the Ad Hoc Group in advance of meet and confer scheduled for October 17 (.30); exchange emails with T. Foudy and J. Walsh regarding the same (.20)

10/16/13 JTW	In connection with Plan Confirmation and Phase II litigation of the JSN Adversary Proceeding where Wells Fargo and certain members of the Ad Hoc Group UBS, SilverPoint, and Davidson Kempner are conflict parties, conduct continued research as to Courts' interpretation of indentures and whether individual noteholders who, concurrently with the indenture trustee, seek to enforce the terms of the indenture against a debtor are entitled to reimbursement of their professionals' fees pursuant to section 506(b) or 502 fo the Bankruptcy Code when the indenture does not specifically provide for such reimbursement (3.70); correspond with D. Bloom as to including a reservation of rights clause in the Debtors' brief in support of confirmation to expressly preserve the Debtors' right to challenge the Ad Hoc Group's attorneys' fees (.40)	4.10
10/16/13 DAB	Correspond with T. Foudy and M. Gallagher re: possible revision to Plan language regarding jurisdiction and fee issues in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.60); conduct further research to determine whether Judge Glenn has ruled on fee issues similar to those in Residential Capital in connection with Plan Confirmation issues implicated in the JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.80); research state law regarding interpretation of fee provisions in indentures and secured lending agreements in connection with same (1.50); research consequences of failure to update a Rule 2019 statement (.80); review M. Gallagher email re: confirmation preparation in connection with same (.20); conduct analysis of legal issues pertaining to potential bad faith actions of JSNs as relates to plan confirmation discovery per J. Walsh and M. Jones request (1.30); research regarding grounds for vote designation in connection with plan discovery analysis (.50); review and revise draft letter to Chambers regarding Aurelius discovery dispute (.60); correspond with M. Jones and J. Weber re: same (.30)	7.60
10/16/13 JM	Review updated draft agenda for meet and confer with	8.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 28

counsel for JSNs and Aurelius re: outstanding discovery issues (.40); review memorandum from D. Bloom and J. Weber re: entitlement of Ad Hoc Group to Postpetition Fees (.50); review JSNs' and Aurelius's responses and objections to the Debtors' document requests in preparation for meet and confer with Robbins Russel (Aurelius counsel) and Milbank (.20); draft letter brief to Judge Glenn re: discovery disputes with Aurelius (3.50); review Sussman decision relied upon by Aurelius in their objections to Debtors' subpoena (.20); confer with M. Jones re: same (.30); participate in meet and confer with counsel from JSNs, Aurelius, and Debtors, and T. Foudy, J. Walsh and M. Jones re: subpoena to Aurelius in advance of sending letter to Court (1.10); attend meet and confer with counsel for Loomis and J. Semmelman, J. Walsh, and M. Jones re: Phase II discovery disputes (.70) strategize with J. Semmelman, J. Walsh and M. Jones re: Phase II discovery disputes including letter to Judge Glenn re: discovery issues with Aurelius (.50); attention to correspondence re: meet and confer with Aurelius (.20); review memorandum re: chronology of Aurelius trading activity for impact on Phase II discovery and arguments re same (.40)

10/16/13 BB2	<p>Compile summary sheet for JSN professional retention research by searching docket in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.00); revise chronology of Aurelius trading history per notes from J. Berman (.10); prepare a redline of the last two versions and draft email to T. Foudy and J. Walsh in connection with same (.10); review docket items filed by White & Case and Milbank on behalf of the JSNs, Notes Trustee between May 2013 and June 2013 in connection with litigating fee dispute re: retention issue (1.90); correspondence regarding results of docket review with D. Bloom in connection with same (.10); continue to review docket items filed by White & Case and Milbank on behalf of the JSNs, Notes Trustee between July 2013 and August 2013 in connection with same (1.70); correspondence regarding results of docket review with D. Bloom in connection with same (.10); continue to review docket items filed by White & Case and Milbank on behalf of the JSNs, Notes Trustee retention between September 2013 and October 2013 in connection with same (2.10); correspond with D. Bloom re: current status of timeline research focusing on areas of concern identified by D. Bloom (.20)</p>	7.30
10/16/13 SB	<p>Draft service email correspondence re: service of Notices of 30(b)(6) Deposition upon counsel per request of M. Jones (.60)</p>	0.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 29

10/16/13 NG2	Circulate Disclosure Statement and other key documents to J. Mosse, per request of B. Kotliar in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50)	0.50
10/16/13 JCB	Revise draft chronology prepared by B. Butterfield re: Aurelius trading history in the JSN Notes and actions taken by JSNs during same timeframe, including filing of disqualification motion in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.20)	1.20
10/17/13 JS	Emails with T. Foudy, M. Jones re: discovery issues in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); continue work on letter to Judge Glenn re: Aurelius discovery dispute in connection with same (.60); review M. Jones legal research on discovery issues including scope, potential bad faith, and trading in connection with same (.50); correspond with J. Mosse and M. Jones re: discovery issues in connection with same (.20); continue review of relevant JSN and UMB filings from the JSN Adversary Proceeding and main bankruptcy case in conjunction with bad faith/reasonableness issue in connection with same (4.30); emails with D. Bloom re: discovery issues in connection same (.20); join meet & confer call with T. Foudy, J. Walsh, J. Mosse, M. Jones, and counsel for Ad Hoc Group in connection with same (.70); follow-up correspondence with M. Jones in connection with same (.20); further correspondence with T Foudy in connection with same (.10)	7.20
10/17/13 SJR	Review correspondence from T. Foudy, J. Walsh, and J. Semmelman with respect to discovery dispute involving certain conflict parties including Loomis, UBS, Davidson Kempner and Silver Point (.70); follow up regarding status of same with T. Foudy (.20)	0.90
10/17/13 TF1	Review and revise letter to Court regarding discovery dispute with Aurelius in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.00); emails regarding same and progress of "meet and confer" process with other parties (.20); participate in further "meet and confer" with J. Semmelman, J. Walsh, J. Mosse, M. Jones, and Milbank regarding discovery from Ad Hoc Group Steering Committee	2.50

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 30

members (.70); draft letter to Judge regarding dispute with Steering Committee (.40); confer with J. Mosse on deposition preparation in connection with same (.20)

10/17/13 JJW	Review and comment on proposed letter to Court compelling further discovery from Aurelius in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.70); conference with G. Lee of Morrison & Foerster re: status of Phase II discovery, including Aurelius discovery (.40); correspond with T. Foudy re: letter to Court on Aurelius discovery (.40); attend telephonic meet and confer with J. Semmelman, T. Foudy, J. Mosse, M. Jones, and counsel for the Junior Secured Noteholders regarding Phase II discovery issues, including objections to document requests (.70); review draft brief in support of Plan confirmation, including issues relating to conflict parties and JSN disputes (1.00)	3.20
10/17/13 MG8	Prepare for call with E. Richards and D. Bloom on Plan issues related to fees and expenses of JSN Indenture Trustee and Ad Hoc Committee of JSNs (.10); participate in call with E. Richards and D. Bloom regarding same (.30); research related to payment of fees and expenses pursuant to a Plan and related standards under section 1129(a)(4) of the Bankruptcy Code (.70); confer with D. Bloom regarding letter from Debtors to Judge Glenn regarding Plan discovery as it relates to fees and expenses of JSNs (.40)	1.50
10/17/13 MAC	Review correspondence from D. Bloom, T. Foudy and M. Gallagher re: revision to Plan language regarding jurisdiction and fee issues in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.00); conduct analysis of issues related to treatment of JSN claims under the plan including treatment of JSN deficiency claim under various potential outcomes of JSN adversary proceedings (2.40)	3.40
10/17/13 MPJ	In connection with Curtis' representation as conflicts counsel in the Phase II trial / plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties, review copy of pre-petition Plan Support Agreement that the JSNs signed to respond to T. Foudy's questions regarding which entities signed the pre-petition Plan Support Agreement (.60); research case law discussing whether confidential and proprietary business information, such as documents discussing an entity's trading strategy, can be compelled for production under Rule 45 (2.90); review Judge Glenn's local rules to determine best methods for submitting letter briefs regarding dispute with	8.30

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 31

Aurelius over the Debtors' subpoena (.40); correspond with D. Bloom regarding both substance and technical requirements for submission of letter brief to Judge Glenn regarding discovery dispute with Aurelius over Debtors' subpoena (.40); correspond with A. Lavinbuck of Robbins Russel (counsel for Aurelius) regarding methods for simultaneous submission of letter briefs to Judge Glenn for review (.30); review and edit letter brief regarding discovery disputes with Aurelius over the Debtors' subpoena prior to submission (.60); draft memorandum summarizing October 16 meet and confer with Aurelius and the Ad Hoc Group regarding subpoenae served by the Debtors (1.30); participate in meet and confer with J. Semmelman, T. Foudy, J. Walsh, J. Mosse, and Milbank Tweed (representing the Ad Hoc Group) regarding subpoenas served on individual members of the Ad Hoc Group (.70); draft memorandum summarizing results of the October 17 meet and confer (1.10)

10/17/13 BMK	Email correspondence with M. Jones, D. Bloom and J. Weber re: filing and serving discovery dispute letter with JSNs in accordance with case management order and plan confirmation order (.50); conference with D. Bloom and B. Butterfield re: comparison of prepetition JSN PSA, postpetition PSA and proposed Joint Chapter 11 Plan including brief review of important provisions relevant to JSN claims (.50); draft portions of summary sheet detailing same relating to JSN Claims and intercompany claims (1.10)	2.10
10/17/13 JTW	As per the request of J. Walsh, conduct search of the parties' document production databases to locate executed original plan support agreement between the Junior Secured Noteholders, AFI and the Debtors to identify the composition of the Ad Hoc Group as of the petition date and compare to Ad Hoc Group's 2019 statements filed with the Court (.80)	0.80
10/17/13 DAB	Review JSNs' and Debtors' productions to determine whether they contain the executed prepetition PSA in connection with Plan Confirmation issues implicated in the JSN adversary proceeding in which Wells Fargo, UBS and Loomis are conflict parties (.40); correspond with M. Jones re: same (.10); confer with B. Butterfield re: forensic analysis of Aurelius trading data against case events in connection with same per J. Walsh request (.80); review Aurelius trading data in connection with same (.50); review draft memo re: same in connection with same (.30) review Local Rules, Case Management Order, and Bankruptcy Rules in connection with requirement to file chambers letter pertaining to discovery dispute on docket (.60); correspond with M. Gallagher and M. Jones re: same (.20); correspond with J. Walsh re: same (.10); review of revised draft letter to chambers re: same and	8.10

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 32

circulate revised case law citations in same to T. Foudy (.40); call with M. Gallagher and E. Richards of Morrison & Foerster re: drafting of insert for confirmation brief and revised plan language re: fees and expenses of JSNs (.30); follow-up conference with M. Gallagher re: letter from Debtors to Judge Glenn regarding Plan discovery as it relates to fees and expenses of JSNs (.40); research re: applicability of section 1129(a)(4) to postpetition fees of an oversecured or undersecured creditor (.40); review of cases provided by M. Gallagher re: same (.40); review page limit order re: confirmation brief (.10); email to T. Foudy re: bond pricing data in connection with JSNs (.10); correspond with J. Walsh re: intercompany claims issues (.20); review J. Weber email re: same (.10); confer with J. Mosse re: drafting analysis of prepetition and current proposed plan and treatment of JSNs' claims therein in order to prepare for 30(b)(6) depositions of same (.20); attention to further analysis of same (2.00); conference with B. Butterfield and B. Kotliar re: comparison of prepetition JSN PSA, postpetition PSA and proposed Joint Chapter 11 Plan including brief review of important provisions relevant to JSN claims (.50)

10/17/13 JM	Review updated draft letter to Judge Glenn re: discovery dispute with Aurelius in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); review Answer and Counterclaims of JSNs for use in discovery dispute (.40); update letter to Judge Glenn re: Aurelius discovery dispute per T. Foudy's comments (.60); review memorandum summarizing timeline of Ad Hoc Group's filings and Aurelius's trading of Notes (.70); correspond with T. Foudy, J. Semmelman, J. Walsh and M. Jones re: depositions of members of Ad Hoc Group (.20); review case law on discoverability of a party's trading strategy in connection with letter to Judge Glenn (.40); continue to draft letter brief to Judge Glenn re: discovery dispute with Aurelius (2.20); correspond with J. Semmelman and M. Jones re: same (.20); correspond with T. Foudy, J. Semmelman, J. Walsh, and M. Jones re: letter brief to Judge Glenn re: Aurelius discovery dispute (.60); attention to email from D. Bloom re: Adelphia case (.10); review pre-petition PSA (.20); confer with T. Foudy re: strategy for deposition of Steering Committee members (.20); call with D. Bloom re: pre-petition Plan Support Agreement to prepare for rule 30(b)(6) deposition of the Ad Hoc Group (.20); review summary of 30(b)(6) deposition of Ad Hoc Group in connection with Phase I JSN litigation (.30); attend meet and confer with J. Semmelman, M. Jones, J. Walsh, and T. Foudy and counsel for the Ad Hoc Group and Aurelius re: discovery requests to Ad Hoc Group (.70) review	7.40
-------------	--	------

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 33

summary of October 17 and 18 meet and confers with counsel for the Ad Hoc Group and Aurelius re: discovery disputes (.20)

10/17/13 BB2	Review filings and hearings discussing "scorched earth" tactics employed by the Ad Hoc Group per correspondence with J. Mosse in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); review emails relating to the Aurelius trading history in preparation for a revision of the trading history memo (.80) meet with D. Bloom regarding revision of trading history memo including current results of forensic analysis of bankruptcy filings (.80); research docket and news items during, before, and after the Aurelius trading period as additions to the trading history memo (3.10); analyze historical trading data for the ResCap bonds (.30); conference with D. Bloom and B. Kotliar re: comparison of prepetition JSN PSA, postpetition PSA and proposed Joint Chapter 11 Plan including brief review of important provisions relevant to JSN claims (.50); research Ad Hoc Group objections to the RMBS settlement in connection with same (.30)	5.90
10/18/13 JS	Prepare for and join meet & confer call with Loomis, T. Foudy, J. Walsh, and M. Jones in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); emails with J. Mosse, J. Walsh, T. Foudy re: discovery issues (.30); strategy call with T. Foudy, J. Walsh, J. Mosse, and M. Jones re: same (.30); prepare for and join meet & confer call with Milbank and J. Walsh, M. Jones, and J. Mosse re: same (.50); work on second letter to court re: discovery issues in connection with same (.20); continue review of docket materials in conjunction with possible bad faith on part of Ad Hoc Group and fee entitlement (.40)	1.90
10/18/13 SJR	Attend to issues in connection with JSN litigation and ongoing trial including efforts to resolve discovery dispute with Aurelius in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.70); review e-mails on ongoing discussions with JSNs on timing of briefing of Plan Confirmation and Phase II issues and potential for Stipulation in connection with Confirmation (1.30); review research on Plan treatment of JSNs' claims and potential changes to Plan with respect to deficiency claims if JSNs undersecured (1.10)	3.10
10/18/13 TF1	Meet and confer telephone conference with counsel for	2.90

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 34

Loomis and J. Semmelman, J. Walsh, and M. Jones in connection with plan confirmation and Phase II discovery due to involvement of conflict parties, including certain members of Ad Hoc Group, including Pentwater and SilverPoint (.10); correspond with J. Walsh discussing next steps to follow-up on same and rest of discovery involving ad hoc group members (.30); conference call with J. Semmelman, J. Walsh, M. Jones, and J. Mosse to discuss letter to Court on discovery disputes with Ad Hoc Group members (.30); correspond with Milbank concerning timing of letter to Judge Glenn on disputes and call with J. Walsh on same (.50); conference call with G. Lee of Morrison & Foerster regarding deferring letters to Court (.30); draft email summary of understanding of status and agreement to defer same to JSN counsel, as well as Morrison & Foerster and Committee counsel (.40); follow-up discussion with G. Lee of Morrison & Foerster on next steps (.20); follow-up correspondence with J. Walsh on further meet and confer with Milbank and review emails in regards to same (.50); review emails regarding ongoing discussions with JSNs on timing and briefing in connection with plan confirmation and Phase II and potential confirmation stipulation (.30)

10/18/13 JJW	Attend telephonic meet and confer with counsel for Loomis and J. Semmelman, T. Foudy, and M. Jones in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); attend telephonic meet and confer with counsel for the Junior Secured Noteholders and J. Semmelman, J. Mosse, and M. Jones regarding Phase II discovery issues, including objections to document requests and deposition discovery (.30); prepare for meet and confer with counsel for individual noteholders re: Phase II discovery disputes (1.70); review draft brief in support of Plan confirmation, including issues relating to conflict parties (1.00); conference with T. Foudy, J. Semmelman, M. Jones, and J. Mosse re: Loomis objections to discovery and letter to Court re: discovery disputes (.30); review and comment on summaries of meet and confer sessions (.50); review Discovery Protocol and related documents regarding Phase II discovery issues (1.00); review Objections to Plan from various conflict parties, including Wells Fargo (1.60); meet with M. Jones and J. Mosse to discuss drafts of letters to Judge Glenn in light of agreement by the Ad Hoc Group to streamline certain aspects of the plan confirmation trial (.40)	6.90
10/18/13 MG8	Review and revise suggested Plan changes proposed by D. Bloom to address concerns regarding Ad Hoc Group of JSNs' fees and expenses and follow-up with D. Bloom regarding same (.20); review and respond to	0.40

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 35

additional correspondence with D. Bloom regarding potential adjustment to Plan language to clarify JSN Deficiency Claims (.20)

10/18/13 MAC	Conduct further research related to treatment of JSN claims under the plan and treatment of JSN deficiency claim under various potential outcomes of JSN adversary proceedings (1.90); review previously filed pleadings in connection with same (.80)	2.70
--------------	--	------

10/18/13 MPJ	In connection with Curtis' representation as conflicts counsel in the Phase II trial / plan confirmation, as Loomis UBS, and Wells Fargo are conflict parties, draft section of letter to J. Glenn regarding relevance of Aurelius documents in light of Aurelius's consistent opposition to the Debtors' plans of reorganization (1.20); participate in meet and confer with Loomis and J. Semmelman, T. Foudy, and J. Walsh regarding compliance with the Debtors subpoena (.10); draft email summary of Loomis meet and confer for J. Semmelman, T. Foudy, J. Walsh, and J. Mosse (.20); participate in teleconference with J. Semmelman, T. Foudy, J. Walsh, and J. Mosse regarding strategy for meet and confer with Milbank regarding Debtors' subpoenas served on individual Ad Hoc Group members and discovery dispute letter to Court (.30); begin drafting updated letter to J. Glenn regarding individual Ad Hoc Group members' refusal to produce documents in response to the Debtors' subpoenas (1.00); participate in meet and confer with Milbank Tweed (representing the individual Ad Hoc Group members), J. Semmelman and J. Walsh regarding potential production of documents in response to the Debtors' subpoenas (.30); correspond with J. Walsh and J. Mosse re: results of meet and confer, with a focus on next steps in light of Milbanks refusal to immediately submit letter briefs to Judge Glenn (.20); correspond with A. Lavinbuk of Robbins Russel (counsel for Aurelius) regarding potential delay in submission of letter briefs to Judge Glenn in light of possible stipulation between the Debtors and the Ad Hoc Group on plan confirmation issues (.20); draft letter to J. Glenn regarding (a) the Ad Hoc Group members' delay in responding to the Debtors' document requests and (b) the necessity of the discovery the Debtors are seeking (2.10); meet with J. Walsh and J. Mosse to discuss drafts of letters to Judge Glenn in light of agreement by the Ad Hoc Group to streamline certain aspects of the plan confirmation trial (.40); research case law discussing the standard for compelling deposition testimony for inclusion in letter to Judge Glenn (1.80)	7.80
--------------	--	------

10/18/13 BMK	Review prepetition JSN PSA and term sheet and compare provisions to Global Settlement PSA, July 3 and 4 plan, and current solicitation version of plan in	2.40
--------------	---	------

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 36

connection with preparing for discovery of Ad Hoc Group members in connection with Phase II litigation where Wells Fargo and noteholders Loomis and UBS are conflict parties (.80); review and revise chart detailing same (.70); correspondence with D. Bloom re: same and open issues for completion of same (.20); correspondence with D. Bloom re: treatment of Junior Secured Notes claims and Junior Secured deficiency claim under current Plan (.70)

10/18/13 DAB	<p>Work to map trading data against price of JSN notes in order to prepare for 30(b)(6) depositions in connection with Plan Confirmation issues implicated in the JSN adversary proceeding in which Wells Fargo, UBS and Loomis are conflict parties (1.50); correspond with B. Butterfield and J. Walsh re: same (.40); review and propose revisions to select Plan provisions dealing with fees of the JSN Indenture Trustee and Collateral Agent (1.20); further analysis of prepetition and current proposed Plan and treatment of JSNs' claims therein in order to prepare for 30(b)(6) depositions of same (1.90); review of JSN deficiency claim issues implicated by fee research (.80); correspond with B. Kotliar re: same (.20); draft email memorandum setting forth potential ambiguity with respect to same to T. Foudy, M. Cohen, and M. Gallagher (.80)</p>	6.80
10/18/13 JM	<p>Meet and confer with counsel for Loomis and J. Semmelman, T. Foudy, J. Walsh, and M. Jones re: subpoena to Loomis in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); follow-up correspondence with M. Jones re: same (.10); review trade history report produced by Loomis in response to Debtors' subpoena (.10); call with T. Foudy, J. Semmelman, J. Walsh and M. Jones re: strategy for meet and confer with counsel for Ad Hoc Group and letter to Court re: discovery dispute (.30); research case law on standard for quashing 30(b)(6) depositions (1.30); meet and confer with counsel for Ad Hoc Group and J. Semmelman, J. Walsh, and M. Jones re: discovery dispute (.30); confer with J. Walsh and M. Jones re: same and revisions to draft letter re: discovery disputes (.40); draft letter to Judge Glenn re discovery dispute with individual members of the Ad Hoc Group (3.20); research cases decided by Judge Glenn addressing standard of reasonableness required for Rule 9019 settlements (.50); review portions of Disclosure Statement relating to RMBS Settlement Agreement (.30); attention to correspondence re: potential streamlining of Plan confirmation issues (.10)</p>	6.70
10/18/13 BB2	<p>Continue to research and analyze the trading history of the JSNs (with particular focus on trades made contemporaneously with "scorched earth" JSN filings)</p>	9.20

per correspondence with T. Foudy, J. Semmelman in connection with the Residential Capital fee dispute in connection with Phase II and Plan Confirmation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (3.90); correspondence with D. Bloom regarding same in connection with same (.40); continue to research and analyze the JSN trading history, per correspondence with D. Bloom, regarding same in connection with same (2.10); revise memorandum regarding JSN trading history regarding same in connection with same (2.40); correspondence with D. Bloom in connection with same (.40)

10/19/13 JS	Review latest emails from G. Lee of Morrison & Foerster, T. Foudy re: Aurelius discovery issues in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); review discovery order [D.I. 103] in connection with same (.10); work on discovery letter to Judge Glenn in connection with same (.70); continue review and analysis of Ad Hoc Group objections in connection with same (.40)	1.40
10/19/13 SJR	Review memoranda regarding document production from individual JSNs in connection with outstanding discovery requests in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.60)	0.60
10/19/13 TF1	Attend to emails regarding ongoing negotiations with Ad Hoc Group regarding confirmation stipulation attempting to streamline/limit objections to Plan to be tried at confirmation hearing in connection with Plan Confirmation and Phase II due to involvement of conflict parties including certain members of Ad Hoc Group, including Pentwater and Silver Point (.60); emails regarding ongoing negotiations with Milbank concerning production of documents from individual JSNs (.30)	0.90
10/20/13 JS	Continue analysis of Ad Hoc Group Objections to Plan in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.80); continue review of Examiner's Report in connection with same (3.20); emails with J. Walsh, T. Foudy re: resolution of certain discovery disputes in connection with same (.20)	5.20
10/20/13 TF1	Review emails concerning proposed plan confirmation objection with JSNs in connection with plan confirmation and Phase II discovery due to involvement of conflict parties certain members of Ad Hoc Group,	1.20

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 38

including SilverPoint and Pentwater (.30); discuss same with T. Goren of Morrison & Foerster and K. Eckstein of Kramer Levin (.10); edit and finalize update email to Morrison & Foerster on status of discovery of JSNs (.40); emails with J. Walsh on next steps and draft letter to Judge Glenn on Aurelius trading discovery (.30); set-up coordination call with C. Kerr and A. Lawrence of Morrison & Foerster (.10)

10/20/13 JJW	Correspondence with T. Foudy re: letter to Court re: Aurelius discovery in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30); review and revise letter to Court re: Aurelius discovery (.30)	0.60
10/20/13 MPJ	In connection with Curtis' representation as conflicts counsel in the Phase II trial / plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties, draft timeline of key discovery events, such as the Ad Hoc Group's failure to produce documents by the deadline specified in the Discovery Protocol, for J. Semmelman, T. Foudy, J. Walsh, and J. Mosse (1.30); draft new version of letter to J. Glenn regarding outstanding discovery disputes with the individual Ad Hoc Group members to incorporate J. Semmelman's comments regarding structure of said letter (1.80)	3.10
10/20/13 JM	Attention to J. Semmelman's comments to letter to Judge Glenn re discovery dispute with JSNs in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); review updated letter to Judge Glenn (.10); attention to correspondence re: scheduling of JSNs' depositions and document production (.10)	0.30
10/21/13 JS	Emails with T. Foudy, M. Jones re: discovery in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30); continue review of Examiner's Report in connection with same (.90); read declaration of Allen Pfeiffer in connection with same (1.40); read declaration of Ralph Mabey in connection with same (1.20); meet & confer call with Milbank and T. Foudy, J. Walsh, M. Jones, and J. Mosse in connection with same (.20); strategy meeting with J. Walsh, M. Jones, J. Mosse in connection with same (.50); continue review and analysis of docket materials in connection with same (2.70); work on deposition prep for depositions of Ad Hoc Group members in connection with same (1.30); correspond with M. Jones re: discovery issues in connection with same (.10); read	9.20

Robbins Russel (counsel to Aurelius) letter to Judge Glenn in connection with same (.30); meet and confer call with Loomis and J. Walsh, M. Jones, and J. Mosse in connection with same (.30)

10/21/13	SJR	Review objections to Confirmation filed in the Residential Capital regarding matters being addressed by Curtis Mallet as conflicts counsel (1.40); review proposed provisions to Plan of Liquidation regarding JSN noteholders' fee and claim issues and note comments to same (1.00); review conflict party Oracle's Plan Objection and strategy for dealing with same (.50); review conflict party Wells Fargo Plan Objection and strategy for dealing with same (1.70); review issues with respect to Indenture Trustee and request for reimbursement of fees and expenses (.80)	5.40
10/21/13	TF1	Review Plan confirmation objection by conflict party PNC Mortgage in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30); review emails regarding proposed Plan stipulation in connection with same (.30); emails regarding progress of document collection/production by Steering Committee members and discovery from UMB (.40); review and edit latest draft of letter to Court on trading discovery (.50); "meet and confer" conference call with Milbank and J. Semmelman, J. Walsh, J. Mosse, and M. Jones on Ad Hoc Group and Pre-Petition PSA discovery requests (.20); follow-up conversation with J. Walsh in connection with same (.10); conference call with J. Walsh, M. Jones and J. Mosse to discuss deposition scripts for JSN discovery (.30); review letter from JSN counsel objecting to trading discovery requests (.20)	2.30
10/21/13	JJW	Conference with Milbank, counsel for Junior Secured Noteholders and Ad Hoc Group, and J. Semmelman, T. Foudy, M. Jones, and J. Mosse re: responses to Phase II discovery requests (.20); follow-up discussion with T. Foudy re: same (.10); review and respond to JSN's objections to document requests (.50); strategy meeting with J. Semmelman, M. Jones, and J. Mosse re: Milbank meet and confer (.50); conference with counsel for Loomis and J. Semmelman, J. Mosse, and M. Jones re: Loomis objections to discovery requests (.30); review and revise letter to Court re: Aurelius discovery issues (.30); review and comment on letter submission of Aurelius re: discovery dispute (.40); correspond with J. Semmelman and T. Foudy re: same (.40); analyze Houlihan presentation and recovery analysis in connection with Phase II discovery issues (1.50); conference with T. Foudy, M. Jones, and J. Mosse re: drafting deposition scripts for Ad Hoc Group members (.30)	4.50

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 40

10/21/13 MG8	Review conflict party PNC Mortgage limited objection to Confirmation (.20); telephone conference with A. Root, counsel to PNC Mortgage, regarding same (.30); review third party release language to plan to try to understand PNC Mortgage objection as it relates to SBO Servicing Agreement between Ally Bank and PNC Mortgage (.60); review conflict party Oracle America Limited Confirmation Objection (.30); correspond with B. Butterfield regarding research on the same (.20); brief review of cases cited by Oracle America in its limited objection (.40); review claims register and Debtors' Schedules for claims and agreements with Oracle (.80); review briefly US Trustee objection to confirmation (.40); review briefly objection of GM Insurers to confirmation due to alleged lack of insurance neutrality and transfer of insurance rights as such objection is relevant to Kessler Class Settlement (.50); review briefly conflict party Wells Fargo objection to confirmation in its capacity as Collateral Agent as Wells Fargo is a conflict party (.60); confer with M. Cohen regarding fees and expenses payable under Plan and pursuant to indenture with respect to JSNs (.30); discuss the same with D. Bloom several times throughout the day (.40); review and revise proposed revised Plan language for retained jurisdiction to address fees and expenses in connection with JSNs (.50); follow-up correspondence with D. Bloom regarding same (.20); review and comment on chart showing certain trading activity of holders of JSNs and related follow-up with D. Bloom in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30)	6.00
10/21/13 MAC	Review confirmation objections in connection with Curtis' role as conflicts counsel to the Debtors (1.70); review proposed revisions to Plan to deal with JSN fee and claim issues and related documents in connection with same (1.60); confer with M. Gallagher re: fees to be paid under Plan pursuant to JSN Indenture (.30)	3.60
10/21/13 MPJ	In connection with Curtis' representation as conflicts counsel in the Phase II trial / Plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties, meet with J. Mosse to discuss dividing up deposition script drafting and strategy relating thereto (.40); correspond with J. Walsh and J. Mosse regarding next steps in obtaining discovery from the Ad Hoc Group members, with a focus on drafting deposition scripts, conducting necessary review of expert reports, and reviewing the Ad Hoc Group's objections to the Plan (.40); review and analyze the expert reports filed in connection with the RMBS Settlement in connection with Phase II and Plan	8.40

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 41

Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.80); participate in meet and confer with Milbank Tweed, representing the individual Ad Hoc Group members, and T. Foudy, J. Semmelman, J. Walsh, and J. Mosse, responding to the Debtors' document and 30(b)(6) subpoenas (.20); draft first version of Davidson Kempner deposition script with a focus on the Pre-Petition PSA, the Brodsky Letter, and the Initial RMBS Settlement (5.20); conference with T. Foudy, J. Walsh, and J. Mosse regarding deposition plans for each of the individual Ad Hoc Group members (.30); participate in status meeting with J. Semmelman, J. Walsh, and J. Mosse regarding results of meet and confers, basic outlines of Ad Hoc Group deposition scripts and strategy for Loomis meet and confer (.50); participate in meet and confer with K&L Gates (representing Loomis), J. Semmelman, J. Walsh, and J. Mosse regarding Loomis' timeline for producing documents and/or a privilege log in response to the Debtors subpoena (.30); correspond with B. Carney of Akin Gump regarding UMB Banks responses to the Debtors' Phase II / Plan Confirmation document requests (.30)

10/21/13 BMK	Review objection to plan confirmation filed by conflict party Wells Fargo (.60)	0.60
10/21/13 DAB	Review and comment on draft chart depicting Aurelius'/Loomis' trading history and case events against bond pricing data in order to prepare for 30(b)(6) depositions in connection with Plan Confirmation issues implicated in the JSN adversary proceeding in which Wells Fargo, UBS and Loomis are conflict parties (.80); circulate same to S. Reisman, T. Foudy, J. Walsh, and M. Gallagher (.10); correspond with J. Semmelman re: same (.20); review and circulate list of extended objection deadlines with respect to Plan confirmation (.20); correspond with B. Butterfield re: process for reviewing and summarizing Plan objections (.20); review conflict party Oracle's Plan objection (.80); correspond with M. Gallagher re: same (.10); review conflict party PNC's Plan objection (.20); analyze conflict party Wells Fargo's Plan objection (2.30); review Aurelius letter to Ad Hoc Group in connection with for 30(b)(6) depositions in connection with Plan Confirmation issues implicated in the JSN adversary proceeding in which Wells Fargo, UBS and Loomis are conflict parties (.30); emails to J. Semmelman in response to queries regarding same (.50); review M. Gallagher and M. Cohen revisions to proposed revised Plan language related to fees of the Indenture Trustee and Collateral Agent (.30); discussions with M. Gallagher throughout the day re: same (.40); incorporate comments into revised draft of same (.20);	8.30

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 42

circulate email to same re: same (.20); in-depth review of various agreements related to fees and indemnity obligations of Collateral Agent, per M. Gallagher email (1.00); draft email memorandum to same re: analysis of same (.40); followup email to same re: same (.10)

10/21/13 JM	Confer with M. Jones re: strategy for depositions of members of Steering Committee of Ad Hoc Group in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); review expert report of Ralph R. Mabey (.40); review expert report of Allen M. Pfeiffer (.40); review 30(b)(6) subpoena to Aurelius (.10); review deposition script for corporate representative of Ad Hoc Group in connection with Phase I discovery (.40); review transcript of deposition of R. Snellenbarger taken in connection with Phase I discovery (.60); draft deposition script for Aurelius corporate representative (5.50); attend strategy meeting with J. Semmelman, J. Walsh, and M. Jones re: meet and and confers (.50); meet and confer with Milbank, counsel for Ad Hoc Group, as well as J. Semmelman, T. Foudy, M. Jones, and J. Walsh and Debtors re: discovery from JSNs (.20); correspond with J. Walsh and M. Jones re: same (.20); meet and confer with counsel for Loomis and Debtors, as well as J. Semmelman, J. Walsh, and M. Jones re: subpoena to Loomis (.30); review letter from counsel for Aurelius to Judge Glenn re: discovery disputes (.10); correspond with M. Jones re: deposition scripts for individual members of the Ad Hoc Group (.20); conference with T. Foudy, J. Walsh and M. Jones re: deposition scripts and research on scope of attorney client privilege (.30)	9.60
10/21/13 BB2	Review Plan objections filed to the docket in connection with ResCap Plan confirmation (1.10); correspond with D. Bloom regarding Ad Hoc Group membership and Aurelius representation in connection with same (.10); draft summary chart of Plan objections filed to docket in connection with ResCap Plan (.30); correspondence with M. Gallagher regarding conflict party Plan objections in connection with same (.20); review cases cited in conflict party Oracle's Limited Objection to the ResCap Plan per correspondence with M. Gallagher (.30); correspondence with B. Kotliar regarding Plan objections in connection with same (.10)	2.10
10/22/13 JS	Emails with J. Walsh, T. Foudy re: discovery issues in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); meet & confer call with Milbank and T. Foudy, J. Walsh, J. Mosse, and M. Jones in connection with same (.40); follow up strategy discussion with J. Walsh, M. Jones, J. Mosse in	6.30

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 43

connection with same (.30); continue review of docket materials in connection with same (1.60); work on deposition prep in connection with same (3.80)

10/22/13 SJR	Review Objection of the Notes Trustee and JSNs to Confirmation of Chapter 11 Plan in the ResCap case for impact on Confirmation and Phase II Trial where Curtis is acting as Conflicts Counsel for debtors (1.20); review objections of various conflict parties including Wells Fargo (1.60); attend to e-mails and correspondence dealing with objections to Plan Confirmation in the ResCap case by conflict parties (.50); continue work on Wells Fargo Confirmation Objection in efforts to resolve same (1.30)	4.60
10/22/13 TF1	Review plan objection by conflict party Wells Fargo (.60); emails with M. Gallagher and D. Bloom regarding potential needed adjustment to plan language concerning JSN claims (.30); emails with J. Semmelman and J. Walsh following up on process of collection and production by JSNs in connection with plan confirmation and Phase II (.50); participate in document collection update meet and confer call with Milbank and J. Semmelman, J. Walsh, J. Mosse, and M. Jones (.40); participate in call with J. Walsh, M. Jones, and J. Mosse in advance of call with Morrison & Foerster to update on progress in securing discovery from individual JSNs (.20); participate in update call on discovery and Phase II/Plan Confirmation process with C. Kerr and A. Lawrence of Morrison & Foerster and M. Jones, J. Walsh, and J. Mosse (.50); edit draft email to Milbank regarding production (.30)	2.80
10/22/13 JJW	Email correspondence with T. Foudy re: Aurelius discovery issues (.40); conference with Milbank, counsel for Junior Secured Noteholders and Ad Hoc Group, as well as J. Semmelman, T. Foudy, J. Mosse, and M. Jones re: Phase II discovery issues (.40); follow-up meeting with J. Semmelman, J. Mosse, and M. Jones re: same (.30); participate in call with T. Foudy, M. Jones, and J. Mosse in advance of call with Morrison & Foerster to update on progress in securing discovery from individual JSNs (.20); participate in teleconference with C. Kerr and A. Lawrence of Morrison & Foerster, T. Foudy, M. Jones, and J. Mosse regarding current status of discovery efforts and strategy for continuing to pursue said discovery (.50); review and revise draft email to counsel for JSNs regarding discovery issues and proposed compromise on limits to discovery (.40); correspond with T. Foudy and J. Semmelman re: same (.30); analyze trading documents from Loomis and Aurelius in connection with Phase II discovery issues (1.00); review research on Indenture documents and fees paid to Trustee in connection with Phase II discovery issues (.50)	4.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 44

10/22/13 MG8	<p>Correspond with D. Bloom regarding issues raised by conflict party Wells Fargo Confirmation objection and related payment provisions under JSN documents (.30); review D. Bloom summary of Wells Fargo Confirmation Objection (.20); meet with D. Bloom and M. Cohen to discuss review of materials produced by the JSNs as to issues of payment and reimbursement to Collateral Agent Wells Fargo (.60); discuss related review of JSN documents with D. Phillips (.20); follow-up correspondence with J. Weber and D. Bloom regarding JSN documents implicated by Wells Fargo Confirmation objection (.20); detailed review of Wells Fargo Confirmation objection and compare against Plan (1.20); review very briefly additional Confirmation Objections filed throughout the day, including those of FHFA and several taxing authorities (.40); review briefly three expert reports produced by Ad Hoc Committee of JSNs and UMB for Phase II of consolidated adversary proceedings and emails regarding the same with J. Walsh in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.60)</p>	3.70
10/22/13 MAC	<p>Meet with M. Gallagher and D. Bloom re: JSN fee issues and materials produced by the JSNs in connection with Plan confirmation and Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.60); review JSN documents in connection with analyzing JSN fee entitlement issues (1.80); review plan objections in connection with Curtis' role as conflicts counsel (1.10)</p>	3.50
10/22/13 MPJ	<p>In connection with Curtis' representation as conflicts counsel in the Phase II trial / plan confirmation proceedings, as Loomis, UBS, Davidson Kempner, Silver Point, and Wells Fargo are conflict parties, draft updated script for Davidson Kempner deposition with a focus on (a) Davidson Kempner's role in various litigation strategies adopted by the Ad Hoc Group; (b) Davidson Kempner's knowledge of the Ad Hoc Group's composition and procedures; and (c) Davidson Kempner's previous support for the Pre-Petition PSA (4.70); participate in meet and confer with Milbank Tweed, J. Semmelman, T. Foudy, J. Walsh, and J. Mosse regarding the individual Noteholders' responses to the Debtors' subpoenas for documents and 30(b)(6) testimony (.40); participate in follow up meeting with J. Semmelman, J. Walsh, and J. Mosse regarding above referenced meet and confer (.30); participate in call with T. Foudy, J. Walsh, and J. Mosse in advance of call with Morrison & Foerster to update on progress in securing discovery from individual JSNs (.20); participate in teleconference with C. Kerr and A.</p>	6.30

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 45

Lawrence of Morrison & Foerster, T. Foudy, J. Walsh, and J. Mosse regarding current status of discovery efforts and strategy for continuing to pursue said discovery (.50); follow-up correspondence with J. Walsh and J. Mosse regarding above referenced call with Morrison & Foerster (.20)

10/22/13 JTW	Confer with D. Bloom re: further research necessary re: provisions in the First Priority Pledge Agreement, Third Priority Pledge Agreement, the JSN Indenture, and the Intercreditor Agreement with focus on provisions cited by conflict party Wells Fargo's objection in connection with preparing response to plan objection filed by conflict party Wells Fargo (.30); review summary provided by D. Bloom re: conflict party Wells Fargo's objection to the Proposed Plan (.30); review objections to plan confirmation filed by conflict parties PNC, Oracle and the JSNs (3.60); in connection with responding to issues raised in Wells Fargo's objection review provisions of the relevant security documents providing for compensation and indemnification particularly section 7.07 of the Indenture (1.60); provide JSN and other applicable security documents to D. Phillips for in-depth review of relevant provisions (.20)	6.00
10/22/13 DAB	Email to J. Walsh re: JSN objection to plan confirmation (.10); further review and analysis of conflict party Wells Fargo's Plan objection and issues contained therein with attention to underlying provisions of prepetition security documents referenced in the objection (2.00); draft detailed summary and analysis of same (1.50); revise draft same (.30); meet with M. Gallagher and M. Cohen re issues related to Wells objection, requested relief, and further research and analysis required to formulate strategy with respect to same (.60); further review of deficiency claim treatment in plan per T. Foudy query (.50); correspond with M. Gallagher and T. Foudy re: same (.20); correspond with F. Guenther re: binders of fee-related documents (.20); confer with B. Butterfield re: analysis of Wells Fargo and UMB Bank proofs of claim in connection with analysis of fee treatment for Phase Two deposition preparation (.20); review of same in connection with same (.30); email to D. Phillips re: analysis of agreements related to fee issues (.10); confer with J. Weber re: areas of further research related to Wells Fargo objection to Plan (.30); draft emails to M. Gallagher and J. Weber re: same (.20)	6.50
10/22/13 JM	Meet and confer with J. Semmelman, T. Foudy, J. Walsh, and M. Jones and Milbank, counsel for Ad Hoc Group and Debtors, re: subpoenas to Ad Hoc Group in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); participate in	10.20

internal strategy meeting re: same with J. Semmelman, J. Walsh, and M. Jones (.30); participate in call with T. Foudy, J. Walsh, and M. Jones in advance of call with Morrison & Foerster to update on progress in securing discovery from individual JSNs (.20); participate in teleconference with C. Kerr and A. Lawrence of Morrison & Foerster, T. Foudy, J. Walsh, and M. Jones regarding current status of discovery efforts and strategy for continuing to pursue said discovery (.50); continue to draft Aurelius 30(b)(6) deposition script (5.80); review Davidson Kempner 30(b)(6) deposition script (.50); review letter from C. Shore of White & Case to G. Lee of Morrison & Foerster previewing Disqualification Motion (.30); review Ad Hoc Group's Disqualification Motion (.40); review documents produced by Ad Hoc Group in connection with Phase I for use in Aurelius Phase II deposition (1.70); correspond with F. Guenther re: Phase II expert reports (.10)

10/22/13 BB2	Review objection to the ResCap plan filed by conflict party Oracle per discussion with M. Gallagher in connection with Residential Capital plan confirmation (.70); correspondence with M. Gallagher regarding same in connection with same (.40); research the assignment of post-petition contracts, under Section 365 or otherwise, insofar as that issue pertains to the plan objection filed by Oracle in connection with same (2.50); research whether a debtor must forfeit the benefit received from pre-petition executory contracts that it plans to reject in the future, insofar as that issue relates to the Oracle plan objection in connection with same (2.00); confer with D. Bloom re: same (.20); follow-up correspondence with M. Gallagher regarding research results re: same (.20); begin drafting memorandum regarding research results as applicable to Oracle's contracts in connection with resolving its objection to the Plan (1.80)	7.80
10/22/13 FRG	Compile materials re: Phase II expert reports at request of J. Mosse in connection with JSN adversary proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (2.00); update calendar to reflect new dates regarding deadlines for post-trial briefing and hearing date for closing arguments in connection with same (.30)	2.30
10/22/13 SB	Prepare set of documents related to Aurelius discovery dispute per request of M. Jones in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.50)	1.50
10/22/13 DP2	Call with M. Gallagher re: review of prepetition debt	0.20

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 47

documents in connection with conflict party Wells Fargo
Plan objection (.20)

10/22/13 JCB	Review of communications re: Phase II discovery from members of Ad Hoc Group in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.60)	0.60
10/23/13 JS	Participate in meet and confer call with Milbank and T. Foudy, J. Walsh, M. Jones, and J. Mosse in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); meet with J. Walsh, M. Jones, and J. Mosse to discuss issues raised by Milbank in meet and confer call and next steps in connection with same (.30); review Ad Hoc Group objections to various issues throughout cases to analyze potential bad faith arguments re: JSN fees in connection with same (2.00); meet with D. Bloom, B. Butterfield, J. Walsh, J. Weber, and M. Gallagher re: strategy re: Junior Secured Notes in connection with same (1.10); meet with J. Walsh, M. Jones, and J. Mosse re: Court's request for argument on letter application in connection with same (.50); participate in meet and confer call with K&L Gates, counsel to Noteholder Loomis, a conflict party, as well as J. Walsh, J. Mosse, and M. Jones in connection with Phase II discovery in the JSN Adversary Proceeding (.40); extensive work on prep for deposition of holders of Junior Secured Notes and Ad Hoc Group in connection with same (4.00)	8.80
10/23/13 SJR	Attend to issues with respect to conflict party Wells Fargo Confirmation Objection and analysis of issues in case law cited therein (2.70)	2.70
10/23/13 TF1	Follow-up correspondence with M. Gallagher on preserving 506(c) rights in Plan and responding to objections by conflict parties PNC Mortgage and Wells Fargo and Oracle (.40); follow up on letter sent to Judge Glenn on trading discovery, filing same, and preparing for court conference on same (.50); follow-up correspondence with J. Semmelman and J. Walsh on progress of obtaining documents from JSNs in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); participate in meet and confer call with Milbank and J. Semmelman, J. Walsh, M. Jones, and J. Mosse in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); emails with J. Semmelman and J. Walsh regarding discussions with Loomis re: obtaining Phase II	2.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 48

discovery (.40)

10/23/13 JJW	Conference with D. Bloom, J. Weber, M. Gallagher, J. Semmelman and B. Butterfield re: Aurelius discovery issues in connection with JSNs' objection to Plan Confirmation (1.10); participate in meet and confer call with Milbank and J. Semmelman, T. Foudy, M. Jones, and J. Mosse in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); follow-up discussion with J. Semmelman, J. Mosse, and M. Jones re: same (.30); meet with J. Semmelman, M. Jones, and J. Mosse re: Court's request for argument on letter application (.50); review and analyze trading documents from Loomis and Aurelius in connection with Phase II discovery issues (.60) participate in meet and confer call with K&L Gates, counsel to Noteholder Loomis, a conflict party, as well as J. Semmelman, M. Jones, and J. Mosse in connection with Phase II discovery in the JSN Adversary Proceeding (.40); review trial testimony from Phase I trial in connection with Phase II discovery preparation, including analysis of intercompany claims and Ally contribution (2.50); correspond with J. Weber re: ResCap bond trading information (.50); review public information and analyst reports regarding intercompany balances held at ResCap (1.50)	7.90
10/23/13 MG8	Review Ad Hoc Group of JSNs and UMBs' objection to confirmation in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.10); attend meeting with J. Semmelman, J. Walsh, D. Bloom, J. Weber, and B. Butterfield to review issues with respect to potential bad faith of Ad Hoc Group of JSNs and action plan with respect to same (1.10); attend to correspondence with A. Root regarding PNC Mortgage Plan objection and request for additional information with respect to the same (.20); correspond with T. Foudy to update on confirmation objections made by conflict parties, including PNC Mortgage, Oracle America, Wells Fargo, and WFBNA, as well as concerns raised by GM Insurers' objection (.30); attend to numerous correspondence throughout day with D. Bloom regarding review of JSN documents, research on fees payable under JSNs documents and proposed language for confirmation brief (.50); review and revise task list requested by J. Semmelman on JSN fee dispute issues (.50); review confirmation objection filed by Ocwen (.20)	3.90
10/23/13 MPJ	Analyze the Ad Hoc Group's objections to the confirmation of the Chapter 11 Plan filed by the Plan Proponents, focusing on potential areas for factual	8.80

discovery relating to said objections in connection with Curtis' representation as conflicts counsel in the Phase II trial / Plan confirmation proceedings, as Loomis, UBS, Silver Point, Davidson Kempner, and Wells Fargo are conflict parties (3.10); draft e-mail to J. Semmelman, T. Foudy, J. Berman, and J. Mosse listing each expert report filed in Plan Confirmation discovery and the basic contents of each said report (.30); participate in meet and confer call with Milbank and J. Semmelman, T. Foudy, J. Walsh, and J. Mosse in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); follow-up discussion with J. Semmelman, J. Mosse, and J. Walsh re: same (.30); correspond with A. Lavinbuk of Robbins Russel (counsel for Aurelius) and J. Walsh regarding submission of letter briefs to Court (.10); correspond with J. Walsh and J. Mosse re: various document production and discovery issues, including the Debtors' obligations to post documents to the Repository and best methods for obtaining information regarding the volume of trading of the Junior Secured Notes (.20); correspond with J. Berman regarding procedures for uploading documents received in response to the Ad Hoc Group subpoenas (.20); in response to request from J. Walsh, search document database and identify key Houlihan Lokey presentations regarding the JSNs' potential recoveries (.40); exchange emails with J. Semmelman and J. Walsh regarding said presentations (.20); correspond with J. Semmelman, J. Walsh, and J. Mosse to discuss various issues relating to the relevance of Aurelius' trading of Notes surrounding the filing of the disqualification motion (.50); participate in meet and confer call with K&L Gates, counsel to Noteholder Loomis, a conflict party, as well as J. Semmelman, J. Walsh, and J. Mosse in connection with Phase II discovery in the JSN Adversary Proceeding (.40); meet with J. Semmelman, J. Walsh, and J. Mosse to discuss issues re: letter brief on discovery dispute (.50); prepare talking points and backup packet of materials for T. Foudy to use in conference with the Court regarding the outstanding Aurelius discovery dispute (1.80); correspond with J. Walsh regarding the current status of document productions from noteholders Davidson Kempner (a conflict party), Marathon, Pentwater (a conflict party), Silver Point (a conflict party), and York (a conflict party) (.30)

10/23/13 BMK Review plan confirmation objection and related expert reports and analysis filed by the JSNs in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.20)

1.20

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 50

10/23/13 JTW	Conduct research in connection with the objection to the Debtors' Plan filed by conflict party Wells Fargo to identify whether a claim for indemnification pursuant to an agreement is classified as a "fee/cost" under section 506(b) of the Bankruptcy Code, and whether such indemnification claims would be limited to the value of the creditors' collateral (1.20); confer with D. Bloom re: same (.50); correspond with D. Bloom re: JSNs' argument that section 502(b) and recent Second Circuit case law entitles the JSNs to an unsecured claim for fees if they the Notes are found to be undersecured, and identify potential distinguishing factors (.70); attend internal meeting with J. Semmelman, D. Bloom, M. Gallagher, J. Walsh, and B. Butterfield re: task assignments and possible assertions the Debtors can make as to the JSNs' potential bad faith in pursuing their litigious strategy throughout these chapter 11 cases (1.10); conduct research to identify other cases in which the JSNs' counsel (White & Case or Milbank) has pursued similar tactics, as well as those Courts' views on such tactics in these cases (1.30); assist T. Foudy and J. Walsh in filing Letter to Judge Glenn re: discovery dispute with Aurelius on both the main case docket and the Debtors adversary proceeding docket in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20)	4.80
10/23/13 DAB	Review and analyze Ad Hoc Group and UMB Objection to Plan in connection with Phase Two and Confirmation issues raised therein, as Noteholders UBS, Silver Point, Davidson Kempner, and Loomis are conflict parties (1.00); review Ogle case cited in same (.50); draft email summarizing analysis to M. Gallagher and M. Cohen (.30) draft proposed language to be inserted into Reply to Plan Confirmation objections to address JSNs' argument that they are entitled to fees whether over- or under-secured (.80); review case law cited by Ogle regarding indemnity rights in bankruptcy in connection with conflict party Wells Fargo objection to Plan (.40); confer with J. Weber re: same (.50); circulate same to S. Reisman and T. Foudy (.10); email to J. Semmelman re: same (.10); meet with J. Semmelman, J. Walsh, J. Weber, M. Gallagher, and B. Butterfield regarding bad faith issues in connection with Phase Two depositions of the Ad Hoc Group and its members (1.10); follow-up correspondence with B. Butterfield re: same (.20); review and revise draft meeting agenda to incorporate action items provided by J. Semmelman and J. Walsh in same (.90); incorporate M. Gallagher comments re: same (.20); circulate draft to J. Semmelman and J. Walsh (.10); call with D. Phillips re: JSN fee issues (.40); review Ocwen's limited objection to Plan confirmation (.30); diligence regarding	8.70

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 51

bondholder identity per J. Walsh query (.80); confer with D Phillips re: same (.20); per J. Walsh request, draft summary of preliminary approach to fee issues related to Ad Hoc Group and Phase Two discovery issues in preparation for discovery conference before Judge Glenn (.80)

10/23/13 JM	Research case law on extension of attorney-client privilege to communications between non-attorneys for use in connection with discovery sought from Ad Hoc Group in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (4.70); participate in meet and confer call with Milbank and J. Semmelman, T. Foudy J. Walsh, and M. Jones in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); follow-up discussion with J. Semmelman, M. Jones, and J. Walsh re: same (.30); review JSNs' objection to confirmation of the Plan (1.20); participate in meet and confer call with K&L Gates, counsel to Noteholder Loomis, a conflict party, as well as J. Semmelman, J. Walsh, and M. Jones in connection with Phase II discovery in the JSN Adversary Proceeding (.40); meet with J. Semmelman, J. Walsh, and M. Jones to discuss issues re: letter brief and discovery issues (.50) draft memorandum summarizing meet and confer with Loomis (.20); correspond with M. Jones and J. Walsh re: conference with Judge Glenn on discovery dispute with Aurelius (.50)	8.30
10/23/13 BB2	Research conflict party Oracle's Limited Objections to the Plan (.40); correspond with D. Bloom, J. Weber regarding chart and summary of objections to Plan in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.40); format and populate chart in connection with same (.90); format and Distribute PNC Objection (.20); meet with J. Semmelman, M. Gallagher, J. Weber, D. Bloom, and J. Walsh in connection with ResCap fee dispute (1.10); review notes and assist D. Bloom in revising follow-up agenda in connection with same (1.80); correspondence with D. Bloom in connection with same (.10); summarize Ad Hoc Group Plan objection in connection with same and send draft to D. Bloom in connection with same (4.90)	9.80
10/23/13 SB	Prepare sets of Phase II expert reports per request of J. Berman in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.20); update set of	1.40

documents relating to Aurelius discovery dispute per request of M. Jones (.20)

10/23/13 NG2	File Letter to Judge Glenn on the Main Docket (12-12020) and Adversary Docket (13-01343), per request of J. Weber in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.60)	0.60
10/23/13 DP2	Draft summary of research to D. Bloom for purpose of analyzing JSN fee entitlements in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.80); review pre-petition credit documents for collateral agent's and trustee's recourse rights outside of the collateral lien in connection with same (5.20); call with D. Bloom to discuss same (.40)	6.40
10/23/13 JCB	Correspond with M. Jones re: production of documents by Loomis Sayles in response to subpoena in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50)	0.50
10/24/13 JS	Continue deposition preparation in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (4.80); continue analysis of bad faith issues in connection with same (3.50); emails with D. Bloom re: same (.40); focused review of portions of various expert reports in connection with same (1.10); attend team strategy meeting with T. Foudy, M. Jones, M. Cohen, J. Walsh, D. Bloom, J. Weber, B. Butterfield, and J. Mosse in connection with same (1.50)	11.30
10/24/13 TF1	Meet with J. Semmelman, J. Walsh, M. Cohen, D. Bloom, J. Weber, B. Butterfield, M. Jones, and J. Mosse to discuss Aurelius conference and issues relevant to Phase II and Plan Confirmation in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.50); correspond with J. Walsh on progress of obtaining discovery from group members and preparation for Aurelius conference (1.50); begin draft script for hearing on Aurelius discovery (.80); review materials in connection with same (.30)	4.10
10/24/13 JJW	Conference with counsel for Loomis and M. Jones re: discovery requests and Loomis objections thereto in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of	6.80

JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); conference with Milbank, counsel for Junior Secured Noteholders and Ad Hoc Group, and M. Jones re: Ad Hoc Group discovery issues (.50); review expert reports of Michael Fazio, Robert Bingham and Raymond Lyons in connection with Phase II discovery of conflict parties, including Davidson Kempner (4.00); review and comment on analysis of Aurelius trading (.40); attend team strategy meeting with T Foudy, M. Cohen, J. Semmelman, D. Bloom, J. Weber, M. Jones, B. Butterfield, and J. Mosse in connection with same (1.50)

10/24/13 MG8	Review analysis of fee and reimbursement provisions of JSN documents circulated by D. Phillips in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.10); correspond with D. Bloom and B. Kotliar regarding review of proofs of claim filed by JSN Trustee and Collateral Agent in follow-up to same in connection with issues raised by Ad Hoc Group of JSNs, UMB and Wells Fargo in their objections to confirmation (.20); telephone conference with M. Cohen regarding confirmation objections of conflict parties, including Wells Fargo, WFBNA, Oracle and PNC Mortgage and need to coordinate with J. Marines of Morrison & Forester (.20); attend to correspondence from A. Root, counsel to PNC Mortgage, regarding potential resolution to PNC Mortgage confirmation objection (.20); follow-up correspondence with M. Cohen, M. Walsh and T. Foudy regarding same (.20); attend to correspondence from J. Semmelman regarding potential fees of Ad Hoc Group of JSNs (.20)	1.10
10/24/13 MAC	Attend meeting with M. Jones, J. Semmelman, T. Foudy, J. Walsh, J. Mosse, D. Bloom, J. Weber, and B. Butterfield in connection with JSN discovery issues and potential plan confirmation issues and strategy related to same (1.50); review research related to indenture trustee fee issues in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.80); telephone conference with M. Gallagher regarding confirmation objections of conflict parties, including Wells Fargo, WFBNA, Oracle and PNC Mortgage and need to coordinate with J. Marines of Morrison & Forester (.20)	2.50
10/24/13 MPJ	Review and analyze the Responses and Objections of Aurelius to the Debtors' subpoena requesting Rule 30(b)(6) deposition testimony in connection with Phase II and Plan Confirmation discovery involving members	6.00

of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50); research historical pricing information regarding the JSNs' Notes to assist in identifying possible bad faith actions taken by the Ad Hoc Group that may provide grounds for challenging the Ad Hoc Group's fees that the Ad Hoc Group alleges are owed by the estates under the terms of the JSN Indenture (1.30); correspond with J. Weber re: same (.30); participate in meeting with M. Cohen, J. Semmelman, T. Foudy, J. Walsh, J. Mosse, D. Bloom, J. Weber, and B. Butterfield regarding various Phase II issues, including (a) preparation for oral argument regarding Aurelius discovery dispute and (b) the objections filed to the Debtors' plan of reorganization (1.50); update binder of key documents and information to incorporate requests of T. Foudy in advance of oral argument regarding the Aurelius discovery disputes (1.40) participate in call with Loomis and J. Walsh regarding potential for Loomis to draft affidavit as an alternative to responding to Debtors' document requests (.40); participate in teleconference with J. Walsh and Milbank Tweed (counsel for the individual JSNs responding to the Debtors' subpoenas) regarding (a) current status of document collection and production and (b) scheduling Rule 30(b)(6) depositions (.50); coordinate uploading of documents produced by Milbank Tweed to both the Debtors' repository and Curtis' internal document review software (.10)

10/24/13 BMK	Review proofs of claim filed by conflict party Wells Fargo as Collateral Agent in connection with assertions made in its objection to confirmation of the Plan (1.20); review objection re: same and correspond with D. Bloom re: same (.50); summarize objections to confirmation filed by conflict parties WFBNA, Oracle, and PNC Mortgage (2.10) review and revise same and incorporate D. Bloom summaries of objections by conflict parties Wells Fargo and the Ad Hoc Group of Junior Secured Noteholders as UBS and Loomis are conflict parties (1.10); coordinate with N. Gardy re: production of all confirmation objections and proofs of claims filed by the above-referenced conflict parties (.50)	5.40
10/24/13 JTW	Internal conference with T. Foudy, J. Walsh, M. Cohen, D. Bloom, M. Jones, J. Mosse, J. Semmelmen, and B. Butterfield re: handling of objections to plan confirmation and research tasks necessary for the preparation of the Debtors' responses (1.50); conduct research to locate historical trading information and historical pricing information of the Junior Secured Notes to assist in identifying possible bad faith actions taken by the Ad Hoc Group that may provide grounds for challenging the Ad Hoc Group's fees that the Ad Hoc Group alleges are due under the terms of the JSN	9.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 55

Indenture (2.20); correspondence with M. Jones re: same (.40); In connection with the Ad Hoc Group's (inclusive of conflict parties SilverPoint, Davidson Kempner and UBS) objection to plan confirmation review the Second Circuit's opinion in *Ogle v. Fidelity & Deposit Co. of Maryland* and conduct further research as to a secured creditor's rights to claim attorneys' fees and costs from the estate when that creditor is found to be undersecured in connection with same (2.30); conduct research as to the interplay between sections 506(b) and 502(b) of the Bankruptcy Code in connection with same (2.10); conduct research as to whether an undersecured creditor's deficiency claim is inclusive of post-petition attorneys' fees and costs, or if such claim is a stand alone unsecured claim (1.10)

10/24/13 DAB

Email to M. Gallagher re: proof of claim analysis in connection with response to conflict party Wells Fargo's objection to Plan (.10); draft list of open issues and diligence/research questions related to Phase Two discovery and deposition preparation for J. Semmelman (.80); correspond with J. Semmelman and T. Foudy re: same (.80); review summary of Loomis meet and confer in connection with same (.30); email to J. Semmelman re: same (.10); draft list of open issues for D. Phillips re: diligence of debt and security agreements at issue in JSN dispute per J. Semmelman request (.30); correspond with B. Butterfield re: tasks discussed in meeting regarding Phase Two and deposition preparation (.30); email documents related to JSN dispute to J. Mosse (.20); review and respond to email from B. Butterfield re: bad faith issues related to same (.20); review and respond to J Semmelman email re: time frame within which to perform diligence/analysis of JSN trading activity in connection with same (.20); review B. Butterfield's outline of JSN objection to Plan (.30); circulate same to S. Reisman, T. Foudy, M. Moscato, J. Semmelman, J. Walsh, M. Cohen, and M. Gallagher (.10); attend meeting with T. Foudy, J. Walsh, M. Cohen, J. Weber, M. Jones, J. Mosse, B. Butterfield, and J. Semmelman re: handling of objections to plan confirmation and research tasks necessary for the preparation of the Debtors' responses (1.50); research regarding entitlement of undersecured creditor to fees pursuant to sections 506(b) and 503 of the Bankruptcy Code and interaction between two provisions in light of JSNs' confirmation objection (1.50); correspond with J. Weber re: CPW case and pleadings related to same therein in connection with same (.60); draft email conveying preliminary findings to M. Gallagher and M. Cohen (.30)

7.60

10/24/13 JM

Research case law of attorney-client privilege as applied to communications between non-attorney corporate employees in connection with Phase II and Plan Confirmation discovery involving members of the

8.40

Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (2.40); summarize case law re: same (1.30); meet with M. Cohen T. Foudy, J. Semmelman, J. Walsh, M. Jones, D. Bloom, J. Weber, and B. Butterfield re: Phase II discovery and objections to Plan confirmation (1.50); draft letter-brief to Judge Glenn re: discovery dispute with Ad Hoc Group over depositions of individual members of the Group (2.30); review documents produced by Ad Hoc Group member SilverPoint (.50); draft email summarizing documents in SilverPoint production (.40)

10/24/13 BB2	Analyze docket materials related to Phase II of Residential Capital in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); summarize conflict party Oracle Plan objection (1.80); review and email proofs of claims for conflict parties Wells Fargo and UMB Bank to B Kotliar in connection with same (.10); compile and email documents for M. Cohen binder in connection with same (.10); review documents needed for analysis of same (.10) review Rule 2019 statements filed by Milbank, White & Case, and others and related chart (.10); correspond with M. Jones re: Rule 2019 updates to T. Foudy binder (.10); meet with M. Cohen, T. Foudy, J. Semmelman, J. Walsh, M. Jones, D. Bloom, J. Weber, and J. Mosse re: Phase II issues in connection with same (1.50); research docket items and transcripts relating to bad faith argument (2.10); email J. Semmelman with certain docket items relating to the Phase II bad faith argument in connection with same (1.00)	7.40
10/24/13 SB	Replace sections of attorney expert report binders with updated versions of reports per request of M. Jones in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30)	0.30
10/24/13 NG2	Download all proofs of claim of conflict party Wells Fargo, PNC Mortgage, WFBNA, and JSNs from the master claims spreadsheet and save them in the necessary files and catalog for review, per request of B. Kotliar in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.80); compile and organize numerous documents in connection with Conflict Party Confirmation Objections, per request of B. Kotliar (2.00); complete distribution of same for attorney review in connection with same (1.00)	5.80

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 57

10/24/13 DP2	Correspond with D. Bloom re: review of credit documents in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20)	0.20
10/24/13 NG1	Email correspondence with M. Jones regarding document production from Milbank Tweed in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); retrieve document production from Milbank Tweed using secure FTP connection (.30); modify data load files to conform to lpro structure (.40); load Silver Point document production to lpro Eclipse for attorney review (.30)	1.10
10/25/13 JS	Work on draft letter to the court re: depositions in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.90); continue work on Phase II deposition preparation (3.40); correspond with J. Walsh re depositions (.20); further call with J. Walsh, J. Mosse, M. Jones re: depositions (.20); emails with D. Bloom, J. Weber re: research on legal fees in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20)	4.90
10/25/13 TF1	Emails with J. Semmelman, J. Walsh, and M. Jones regarding uploading documents to depository as received from JSNs in connection with Plan Confirmation and Phase II discovery due to involvement of conflict parties including certain members of Ad Hoc Group, including Loomis, Pentwater, and Silver Point (.20); emails with same regarding scheduling of discovery conference by Judge Glenn in connection with same (.20); review email regarding potential resolution of Plan objection by conflict party PNC Mortgage in connection with same (.10); emails with M. Jones and J. Mosse regarding analysis of documents received from Silver Point in connection with same (.20)	0.70
10/25/13 JJW	Conference with Chambers re: hearing date for Aurelius discovery dispute (.30); conference with counsel for Aurelius re: same (.20); conference with counsel for Loomis re: Loomis discovery responses (.50); conference with counsel for Junior Secured Noteholders and Ad Hoc Group re: open Phase II discovery issues, including scheduling of depositions	8.10

(.80); review expert reports of Mark Renzi, Lucy Allen, Frank Silliman and Ralph Mabey in connection with Phase II discovery of Ad Hoc Group and Plan objections thereto (2.30); call with J. Semmelman, M. Jones, J. Mosse to discuss depositions (.20); confer with J. Mosse and M. Jones regarding best arguments to support the relevance of the individual Ad Hoc Group members' views of the pre-petition PSA to Plan Confirmation issues (1.20); review Ad Hoc Group's Objections to Plan in connection with Phase II discovery and Plan Confirmation issues (1.00); review selected documents produced by Silver Point, Pentwater and Davidson Kempner in connection with Phase II issues (1.60)

10/25/13 MG8	Review correspondence from D. Bloom and J. Weber regarding Ogle decision and discussion in confirmation objection of Ad Hoc Group of JSNs regarding same in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); multiple correspondence with T. Foudy, J. Semmelman and D. Bloom regarding discussion regarding fees of JSNs to be included in confirmation brief in connection with JSNs' entitlement to Debtors' postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30)	0.50
10/25/13 MAC	Review summaries of plan objections being dealt with by Curtis as conflicts counsel (1.30); conduct research in connection with potential responses to same (1.20); conduct further research and analysis re: issues in connection with payment of JSN fees, charging lien and impact on JSNs' claims in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.60)	5.10
10/25/13 MPJ	Correspond with A. Lawrence of Morrison & Foerster regarding whether documents marked as "Professionals' Eyes Only" can be uploaded to the document repository in connection with Curtis' representation as conflicts counsel in the Phase II trial / Plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (.20); review and analyze documents produced by Silver Point in advance of depositions (.30); review expert report of Michael Fazio in preparation for individual Ad Hoc Group member depositions (.50); confer with J. Walsh and J. Mosse regarding best arguments to support the relevance of the individual Ad Hoc Group members' views of the pre-petition PSA to Plan Confirmation issues (1.20); draft and circulate Notice of rescheduled	2.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 59

deposition of Davidson Kempner to the Plan Confirmation discovery list (.20); meet with J. Semmelman, J. Walsh, and J. Mosse to discuss upcoming Phase II depositions (.20)

10/25/13 BMK	Review and revise draft summary of objections to Plan Confirmation filed by conflict parties PNC, WFBNA, Oracle, Wells Fargo, and the Ad Hoc Group of Junior Secured Noteholders as UBS, Silver Point, Davidson Kempner, and Loomis are conflict parties and circulate to S. Reisman, T. Foudy, M. Moscato, M. Cohen, and M. Gallagher for review (.50)	0.50
10/25/13 JTW	Draft e-mail memorandum to J. Semmelman, D. Bloom and M. Gallagher providing case law to assist in distinguishing certain Second Circuit precedent that would disallow the Ad Hoc Group (inclusive of conflict parties SilverPoint, UBS and Davison Kempner) to receive post-petition attorneys' fees as an unsecured claim under section 502(b) of the Bankruptcy Code if the bankruptcy court determines that the Junior Notes are undersecured (4.30); confer with D. Bloom re: conflict party Wells Fargo's request for an amount of the JSNs' recovery to be set aside for any indemnification due to Wells Fargo under the Indenture or other security agreements for potential claims against Wells Fargo (.40); review terms of the Debtors' and Committee's Joint Plan to identify provisions providing for the release of injunction against indemnity claims Wells Fargo may attempt to assert against the Debtors' (2.70); correspond with D. Bloom re: same (.30)	7.70
10/25/13 DAB	Respond to P. Buenger query re: applicability of section 510(b) of the Bankruptcy Code in connection with responding to conflict party PNC's objection to confirmation and seeking disallowance of corresponding claim (.30); email D. Phillips re: conflict party Wells Fargo indemnity rights issue in connection with Wells' Plan objection (.10); research re: whether a creditor obtains a recovery or a set aside of funds on account of a possible post-confirmation indemnification claim based on a prepetition agreement and the extent to which a claim for indemnification pursuant to an agreement is a "fee/cost" under section 506(b) that would be capped at the value of the creditor's collateral in connection with responding to same (1.60); discuss research re: same with B. Butterfield (.20); confer with J. Weber re: Wells Fargo request for set aside in Plan objection (.40); email N. Gardy and F. Guenther to request copies of various Wells Fargo proofs of claim in connection with same (.10); call with D. Phillips re: scope of indemnity provisions in underlying agreements in connection with same (.20); review email re: same from same (.20); draft email recommending approach and next steps re: same to M. Cohen and M. Gallagher	4.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 60

(.30); review and respond to J. Walsh email re: basis of Ally settlement, nature of claims against Ally and intercompany claims issues at outset of cases in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); draft email previewing J. Weber analysis of Ogle case and approach to same in connection with response to JSNs' confirmation objection (.20)

10/25/13 JM	Revise letter to Judge Glenn re: depositions of members of Ad Hoc Group per J. Semmelman's comments in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50); review testimony of E. Siegert from Phase I trial on October 23, 2013 for use in Phase II discovery (.60); meet with J. Walsh and M. Jones re: strategy for discovery of Ad Hoc Group and individual members (1.20); review memo from J. Semmelman re depositions of Ad Hoc Group members (.20); correspond with J. Walsh re: strategy for discovery disputes with members of Ad Hoc Group (.30); draft memorandum re scope of attorney-client privilege (1.30); meet with J. Semmelman, J. Walsh, and M. Jones to discuss upcoming Phase II depositions (.20)	4.30
10/25/13 BB2	Discuss fee research with D. Bloom in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); review fee application of White & Case from the Adelphia case in connection with the JSN fee dispute in connection with Phase II/confirmation (.60); review docket items from major recent bankruptcy cases involving White & Case to identify filings relevant to fee dispute, including motions to appoint a Chapter 11 Trustee, motions to appoint an examiner, motions to appoint a mediator, and motions to disqualify in connection with same (4.80)	5.60
10/25/13 FRG	Circulate calendar entry re: status conference re: responses to objections to confirmation of proposed Plan to S. Reisman, T. Foudy, M. Gallagher, M. Cohen, M. Gallagher, and J. Walsh, per B. Kotliar and M. Gallagher (.20)	0.20
10/25/13 SB	Retrieve and assemble set of Ally Financial Inc. Forms 10-Q for B. Kotliar (.70)	0.70
10/25/13 DP2	Research re: indemnification provisions in credit documents in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and	0.40

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 61

as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); call with D. Bloom re: scope of indemnity provisions in Collateral Agents' prepetition loan and security documents (.20)

10/25/13 NG1	Email correspondence with J. Walsh and M. Jones regarding additional document productions from Milbank in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); transfer document productions from Milbank using secure FTP connection (.50); process document productions (Marathon, York, and Silver Point) to Eclipse database for attorney review (1.40); email correspondence with M. Jones, J. Walsh, and J. Mosse with production information received from Milbank (.10)	2.20
10/26/13 JS	Review emails from M. Jones, J. Mosse summarizing document productions in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.40); further review and analysis of docket materials in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (4.30)	4.70
10/26/13 TF1	Review summaries of document productions received in connection with Plan Confirmation and Phase II of JSN Adversary due to involvement of conflict parties, including Wells Fargo and certain members of Ad Hoc Group, including Silver Point and Davidson Kempner (.30)	0.30
10/26/13 JJW	Review expert reports on Phase II issues in connection with preparation for Phase II depositions in connection with Phase II and Plan Confirmation regarding trading discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.00); review Silver Point, Marathon and York document productions in connection with Phase II deposition discovery (.50); correspondence with M. Jones re: review of document productions, potential privilege challenges and related Phase II discovery issues (.30)	1.80
10/26/13 MPJ	In connection with Curtis' representation as conflicts counsel in the Phase II trial / confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties, review documents produced by Silver Point for relevance to the plan confirmation proceedings (1.00); review documents produced by York Capital for	2.20

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 62

relevance to the Plan confirmation proceedings (.60);
review documents produced by Marathon Asset
Management for relevance to the Plan confirmation
proceedings (.60)

10/26/13 JM	Review additional production of documents from Silver Point in response to Debtors' subpoena in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); attention to correspondence from M. Jones summarizing Silver Point production (.10); review production of documents from Marathon in response to Debtors' subpoena (.20); attention to correspondence from M. Jones summarizing Marathon production (.10); review production of documents from York in response to Debtors' subpoena (.20); attention to correspondence from M. Jones summarizing same (.10)	0.90
10/27/13 JS	Focused review of portions of Phase I trial transcript in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.40); prepare for depositions of Ad Hoc Group Members in connection with same (3.60); emails with T. Foudy, J. Mosse, M. Jones re: deposition issues in connection with same (.40); continue review of docket materials in connection with bad faith issue in connection with same (1.80)	7.20
10/27/13 JJW	Review Silver Point, Marathon and York document productions in connection with Phase II deposition discovery in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.80); conference with M. Jones re: review of document productions and related discovery issues (.30)	1.10
10/27/13 MG8	Correspond with J. Weber and D. Bloom regarding open research issues with respect to fees and expenses of Ad Hoc Group of JSNs, UMB and Wells Fargo (.40)	0.40
10/27/13 MPJ	Correspond with J. Semmelman and J. Mosse regarding (a) various outstanding plan discovery issues and (b) potential areas of focus for upcoming 30(b)(6) depositions of individual Ad Hoc Group members in connection with Curtis' role as conflicts counsel in the Phase II trial / Plan confirmation proceedings as Loomis, UBS, and Wells Fargo are conflict parties (.30); confer with J. Walsh re: same (.30)	0.60
10/27/13 JTW	Correspondence with M. Gallagher and D. Bloom re: possible recovery of attorneys fees by conflict parties	0.40

Wells Fargo and certain members of the Ad Hoc Group as unsecured claim under section 502(b) of the Bankruptcy Code (.20); call with D. Bloom regarding application of "substantial contribution" standard to same (.20)

10/27/13 DAB	Draft email to M. Gallagher summarizing status of research regarding various issues related to fee analysis in connection with Phase Two and plan confirmation as Wells Fargo and Junior Secured Noteholders Loomis and UBS are conflict parties (.40); call with J. Weber regarding application of "substantial contribution" standard to same (.20)	0.60
10/27/13 JM	Correspond with J. Semmelman and M. Jones re: strategy for deposition of Aurelius Capital Management (.50); review sworn testimony of E. Siegert given in connection with Phase I trial (.30)	0.80
10/27/13 BB2	Correspond with J. Semmelman and D. Bloom regarding Residential Capital docket items for use in Phase II discovery preparation (.20); locate and email certain ResCap docket items to J. Semmelman and D. Bloom (.70)	0.90
10/28/13 JS	Emails with T. Foudy, D. Bloom re: JSN issues in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); continue work on deposition preparation in connection with same (3.20); review and analyze materials re: RMBS settlement and allowed claim in connection with same (2.60); emails with T. Foudy, J. Walsh re: Court's ruling on discovery issues in connection with same (.20)	6.20
10/28/13 TF1	Draft script for court conference on dispute regarding trading records in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.70); call with B. O'Neill of Kramer Levin regarding same (.10); confer with J. Walsh on same and other open discovery issues (1.00); participate in court conference re: same (1.00); draft update email to L. Kruger and G. Lee of Morrison & Foerster re: same (.50)	5.30
10/28/13 JJW	Conference with T. Foudy re: preparation for court hearing on Aurelius discovery in connection with Phase II and Plan Confirmation discovery regarding trading involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.00); attend court hearing on Aurelius discovery issues (1.00); correspond with T. Foudy and A. Lawrence of Morrison & Foerster re:	8.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 64

Aurelius and Phase II discovery issues (.50); conference with J. Mosse and M. Jones re: preparation for Phase II discovery of Ad Hoc Group (.50); review production from Silver Point, Marathon and York in connection with Phase II discovery depositions (2.50); review expert reports on Phase II issues in connection with preparation for Phase II depositions of Ad Hoc Group and Davidson Kempner (2.50)

10/28/13 MG8	Correspond with D. Bloom regarding continued review of loan transaction documents for the JSNs and M. Cohen in order to further analyze the provisions related to fees and expenses in connection with certain points raised by conflict party Wells Fargo and UMB in their objections to confirmation (.40); correspond with J. Walsh and D. Bloom regarding chart comparing prepetition PSA and current Plan and related confirmation objections of UMB/Ad Hoc Group of JSNs and Wells Fargo as well as timing of research memo addressing legal basis (or lack thereof) for payment of fees to JSNs, UMB, and Wells Fargo (.30); discuss with D. Bloom the confirmation objection filed by the Ad Hoc Group and certain related issues under sections 502, 503, 506 and 1129 of the Bankruptcy Code (.30); review Ogle case cited by the Ad Hoc Group in its confirmation objection (.60); attend to correspondence with E. Richards of Morrison & Foerster regarding confirmation brief and Curtis insertions with respect to the same (.20); correspond with D. Bloom regarding today's hearing on discovery with respect to trading by Aurelius (.20); follow-up correspondence with J. Walsh regarding the same (.10); attend to correspondence with J. Semmelman, D. Bloom and B. Butterfield regarding hearings on FGIC settlement as it relates to certain objections raised by the JSNs and obtain transcripts with respect to same (.20); attend to correspondence with T. Foudy, D. Bloom, J. Weber, and J. Semmelman regarding holdings of Junior Secured Notes by Berkshire Hathaway in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); review filings on the docket that disclose the same (.30); follow-up correspondence with T. Foudy, J. Semmelman, D. Bloom, and J. Weber regarding the same (.20)	3.00
10/28/13 MAC	Review D. Bloom summary of status of research regarding various issues related to fee analysis in connection with Phase Two and plan confirmation as Wells Fargo and Junior Secured Noteholders Loomis and UBS are conflict parties (.50); conduct followup research in connection with fee related issues and potential claims of JSN noteholders related to same and such claims' impact on confirmation (1.20); correspond with D. Bloom and M. Gallagher re: same	2.10

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 65

(.40)

10/28/13 MPJ	Correspond with T. Foudy regarding the number of Junior Secured Notes held by the Ad Hoc Group and other entities in preparation for hearing regarding the Debtors' discovery dispute with Aurelius in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.80); update draft of Davidson Kempner deposition script to incorporate initial comments of J. Semmelman (.30); correspond with T. Foudy and J. Walsh regarding preparation for hearing on discovery dispute, with focus on various relevance arguments (.80); prepare updated materials for T. Foudy and J. Walsh with all key documents relating to discovery dispute with Aurelius in advance of hearing (2.20); attend hearing at the Bankruptcy Court regarding whether Aurelius should be compelled to produce documents and communications relating to their trading of Notes (1.00); confer with J. Walsh and J. Mosse regarding new approaches to discovery of Davidson Kempner and the Ad Hoc Group in light of Judge Glenn's ruling relating to the discovery dispute with Aurelius (.50); review and analyze ResCap's 2009 financial statements to identify whether individual Ad Hoc Group members were on notice of potential intercompany claims (.70); begin initial draft of deposition script for the Ad Hoc Group's Rule 30(b)(6) deposition (.60)	6.90
10/28/13 JTW	Correspondence with D. Bloom, T. Foudy, and M. Jones re: issues that will arise in status conference re: discovery sought from the individual noteholders in the Ad Hoc Group including conflict parties SilverPoint, Davidson Kempner and UBS (.30); per the request of T. Foudy, review public filings of Berkshire Hathaway Inc. to identify total amount of Junior Secured Notes held (.30); multiple conferences with D. Bloom throughout the day re: arguments the indenture trustee and collateral control agent (conflicts party Wells Fargo) can make in seeking payment of attorneys' fees in these chapter 11 cases, and arguments the Debtors can oppose such fees in circumstance where the court finds the notes to be oversecured or undersecured (.90)	1.50
10/28/13 DAB	Further research related to fee analysis in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.30); discussion with M. Gallagher re: JSN Plan objection and relevant Bankruptcy Code Plan provisions related to fee requests (.30); correspond with J. Weber and M. Gallagher re: same (.40);	7.80

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 66

research regarding Berkshire's position in the Junior Secured Notes as of Petition Date per T. Foudy request, in connection with discovery conference (.40); correspond with M. Jones re: status of research memoranda re: over- and under-secured entitlement of Ad Hoc group to postpetition fees (.30); exchange correspondence with D. Phillips to discuss status of his analysis of same (.10); emails to J. Semmelman re: RMBS trust settlement (.20); further drafting of chart analyzing prepetition PSA and term sheet, July 3 Plan, July 4 Disclosure Statement, current proposed Plan and Disclosure Statement and treatment of JSNs' claims therein in order to prepare for 30(b)(6) depositions of same (2.10); monitor discovery conference before Judge Glenn regarding Aurelius discovery requests (.50); draft summary of same and circulate to M. Cohen and M. Gallagher (.30); confer throughout the day with J. Weber re: arguments re: Indenture Trustee and Collateral agent fees and payments (.90)

10/28/13 JM	Review expert report of Michael Fazio of Houlihan Lokey submitted on behalf of the Ad Hoc Group in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); review expert report of Robert Bingham submitted on behalf of the Ad Hoc Group in connection with Phase II and Plan confirmation (.40); review expert report of Raymond T. Lyons, Esq. submitted on behalf of the Ad Hoc Group in connection with Phase II and Plan confirmation (.50); review expert report of Mark Renzi of FTI Consulting submitted in support of Plan confirmation (.40); review expert report of Lucy P. Allen submitted in connection with Plan confirmation (.30); review expert report of Frank Sillman concerning the proposed RMBS Settlement submitted in connection with Plan confirmation (.30); review memorandum re: application of attorney-client privilege to communications among non-attorney corporate employees (2.90); conference with J. Walsh and M. Jones re: Phase II discovery issues (.50); attention to correspondence re RMBS Settlement in connection with same (.10); review Debtors' Reply Brief re: Non-Iridium Issues In Support Of Motion for Approval of RMBS Settlement Agreements dated February 1, 2013 in connection with same (.30); review portion of Examiner's Report re: RMBS Trust Settlement (.30); attention to correspondence re: hearing before Judge Glenn re: discovery dispute with Aurelius (.10); review Notice of Deposition to the Ad Hoc Group served by the Debtors in connection with Plan confirmation (.10)	6.70
10/28/13 BB2	Correspond with J. Semmelman regarding Residential Capital docket items in connection with dispute over JSNs' entitlement to postpetition fees and expenses at	9.50

issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.10); correspond with D. Bloom and M. Gallagher about Residential Capital docket items in connection with same (.10); update internal files with new objections filed to the docket in connection with same (.10); review results of LexisNexis news search of activity of Ad Hoc Group members in other cases to establish pattern of delay and "scorched earth" tactics in bankruptcy cases, as evidenced by certain filings in the Residential Capital case in connection with the Residential Capital fee dispute in connection with Phase II and Plan Confirmation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (3.40); correspond with D. Bloom regarding same (.20); review results of Daily Bankruptcy Review search regarding same in connection with same (2.40); correspond with D. Bloom regarding same in connection with same (.10); draft summary chart regarding same in connection with same (2.90); correspond with D. Bloom in connection with same (.20)

10/28/13 SB	Prepare sets of materials relating to Aurelius discovery dispute per request of M. Jones in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.80)	1.80
10/28/13 NG2	Search Daily Bankruptcy Review Database regarding Ad Hoc Group members and bondholder activism in connection with the Residential Capital fee dispute and compile relevant material, per request of B. Butterfield in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.90)	0.90
10/28/13 DP2	Continue drafting memorandum on indemnification and fee rights of Wells Fargo and Indenture Trustee in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.40); review provisions relating to fee, expense, and indemnification payments in the Amended and Restated Loan Agreement including the First, Second, Third, Fourth and Fifth Amendments thereto, Pledge Agreement, and Indenture in connection with same (2.60); revise memorandum in connection with same, focusing on parties' rights to fee, expense and indemnification payments under the relevant reviewed documents (2.60); exchange correspondence with D. Bloom re: same (.10)	6.70

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 68

10/28/13	NG1	Email correspondence with J. Walsh and M. Jones regarding document productions in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20)	0.20
10/29/13	JS	In connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Loomis and UBS are conflict parties review and comment on draft confirmation brief (4.20); exchange emails with J. Walsh re: upcoming Phase II depositions (.30); meet with J. Walsh re: upcoming depositions (.70); exchange emails with D. Bloom re: Phase II issues (.40); continue review and analysis of docket materials (1.20); attend meeting with T. Foudy, J. Walsh, M. Moscato, J. Mosse, M. Jones to discuss strategy for upcoming discovery (1.00)	7.80
10/29/13	SJR	Review conflict party PNC Mortgage Objection to Confirmation and follow up on efforts to resolve issues with respect to same (1.60); review correspondence with respect to JSN litigation and objections to Confirmation from Morrison & Foerster and T. Foudy regarding strategy with respect to objections to confirmation and JSN issues related to same (.90)	2.50
10/29/13	TF1	Correspond with M. Moscato on Phase II of Adversary Proceeding in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); conference call with C. Kerr and A. Lawrence of Morrison & Foerster on discovery of JSNs in connection therewith (.50); emails with J. Marines of Morrison & Foerster regarding third-party release issues (.10); review summaries of documents produced from JSNs (.30); meet with E. Combs and J. Berman to discuss work on third-party releases in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); review and draft comments on Westman declaration in support of confirmation (1.80); meet with J. Semmelman, J. Walsh, J. Mosse, M. Moscato, and M. Jones to discuss depositions of JSNs (1.00); call with G. Lee of Morrison & Foerster on same (.10)	4.20
10/29/13	MJM	Review draft witness statement of B. Westman in support of confirmation in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.10); preliminary review of Debtors' and JSNs' expert reports related to Plan Confirmation (.80); discussion	3.50

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 69

with J. Walsh re: deposition issues relating to Phase II/plan confirmation (.30); meet with T. Foudy, J. Semmelman, J. Walsh, J. Mosse, and M. Jones re: depositions of Ad Hoc Group and JSNs (1.00); discussion with B. Kotliar re: B. Westman draft witness statement (.30)

10/29/13 JJW	Conference with M. Moscato re: Phase II discovery issues and plan confirmation issues as certain noteholders are conflict parties in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30); review and comment on draft deposition outline for Davidson Kempner deposition (1.00); review pre-Petition Plan Support Agreement and related documents in connection with Phase II discovery of Davidson Kempner and other conflict parties (2.30); meet with J. Semmelman to discuss same and upcoming deposition (.70); conference with T. Foudy, J. Semmelman, M. Moscato, M. Jones, and J. Mosse re: Phase II discovery of conflict parties and Ad Hoc Group (1.00)	5.30
--------------	--	------

10/29/13 MG8	Review and comment on draft of confirmation brief circulated by E. Richards of Morrison & Foerster in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.80); revise numerous drafts of insert to confirmation brief with respect to JSNs' fees and expenses pursuant to the Plan to be included in confirmation brief, as Wells Fargo, Loomis and UBS are conflict parties (1.60); attend to numerous correspondence with D. Bloom regarding same (.60); attend to correspondence with D. Bloom and J. Weber regarding potential to equitably subordinate claims for fees and expenses (.30); review and analyze Citibank case circulated by J. Weber regarding equitable subordination for potential inclusion in confirmation brief (.50); telephone conference with E. Richards of Morrison & Foerster regarding confirmation objections of conflict party Oracle American and PNC Mortgage (.20); follow-up correspondence with A. Root, counsel to PNC Mortgage regarding same (.20); review memo related to conflict party Oracle confirmation objection (.40); further review of Oracle confirmation objection and attempt to contact counsel to Oracle (.50); draft language to include in Confirmation Objection Reply chart with respect to Oracle America (.40); follow-up correspondence with E. Richards regarding Oracle agreement included on current version of list of assumed contracts for Plan Supplement (.20); correspond with J. Walsh regarding status of preparation of materials needed for depositions of Davidson Kempner and Ad Hoc Committee of JSNs	8.10
--------------	---	------

and related follow-up correspondence with D. Bloom in connection with same (.40)

10/29/13 EC	Review objections to plan confirmation and prepare synopsis of objection made on the basis of third party releases in connection with Curtis' role as conflicts counsel as Wells Fargo is conflict party (.60); research relating to standard for granting non-debtor third party release in plan confirmation (1.60); meet with T. Foudy and J. Berman re: Plan research re: same (.20)	2.40
10/29/13 MPJ	In connection with Curtis' role as conflicts counsel in the Phase II trial and Plan Confirmation proceedings, as Loomis, UBS, and Wells Fargo are potential conflict parties, review documents recently produced by Pentwater, Silver Point, and Marathon (.80); draft e-mail summary of documents reviewed to J. Mosse (.20); review and analyze transcript of hearing regarding discovery dispute between the Debtors and Aurelius (.30); continue to draft updated version of Rule 30(b)(6) deposition script for the Ad Hoc Group (.30); meet with J. Semmelman, M. Moscato, T. Foudy, J. Walsh, and J. Mosse regarding current Phase II discovery strategy in light of Judge Glenn's ruling denying the Debtors certain discovery from Aurelius (1.00)	2.60
10/29/13 BMK	Email correspondence responding to inquiry of M. Moscato and J. Walsh re: comments made at JSN trial relating to Ad Hoc Group's financial advisor's view of the prepetition PSA in connection with preparing for upcoming 30(b)(6) deposition of group members in connection with the Phase II trial and confirmation issues where noteholders Loomis and UBS are conflict parties (.30); conference with M. Moscato re: draft Barbara Westman direct testimony re: intercompany balances (.30); review Barbara Westman draft direct testimony, deposition transcript, and JSNs' expert report of Robert Bingham for materials facts and information omitted from Westman direct testimony such as treatment of intercompany balances, communications with creditors and other third parties, intercompany transaction agreements, largest intercompany balances, and reporting of intercompany balances (3.60)	4.20
10/29/13 JTW	Review the proofs of claim filed by conflict party Wells Fargo, and the Indenture Trustee to identify if either party asserts a right to a general unsecured claim for fees, costs and expenses of counsel (.90); provide M. Gallagher and D. Bloom with e-mail response identifying portions of the proofs of claim that can be construed to assert such claims, and the relevant security documents these parties reference as support for such claims (.40); review recent case dockets in which the issue of the "reasonableness" of attorneys'	13.80

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 71

fees was raised (1.20); correspond with D. Bloom re: results of research and further needed research regarding courts' findings of bad faith as grounds for denying fee requests of secured creditors' counsel (.30); conduct research as to whether the fees of the Ad Hoc Group, which includes conflict parties UBS, Silver Point and Davidson Kempner, can be subordinated under section 510(c) of the Bankruptcy Code (2.60); confer with D. Bloom re: potential arguments of the Debtors in response to Wells Fargo's request for a set-aside amount on account of Wells Fargo's indemnity right for any claims that may be brought against Wells Fargo in its capacity as Third Priority Collateral Control Agent (.30); provide D. Bloom with judicial authority and supportive citation for rider in connection with Debtors' brief in support of confirmation of Joint Plan (.50); review Plan to identify treatment of third party indemnity rights against the Debtors (2.80); provide D. Bloom with break-down and possible treatment of indemnity claims as well as summary of areas of concern should the Notes be found marginally oversecured (.60); as per J. Walsh's request review Prepetition PSA and Plan Term Sheet (1.60); draft memorandum per J. Walsh and J. Semmelman re: analysis of prepetition PSA with JSNs regarding treatment of secured/deficiency claims (2.60)

10/29/13 DAB	Review draft confirmation brief in connection with JSN objection to treatment of postpetition fee issue and conflict party Wells Fargo issues (.50); finalize draft of rider for confirmation brief responding to JSNs' objection and insert for plan with respect to postpetition fees and expenses (1.30); review and incorporate M. Gallagher comments to same (.60); correspond with M. Gallagher and J. Weber re: potential addition of equitable subordination argument in same (.40); review J. Weber research results re: same (.60); revise draft to incorporate same (.30); analyze various rights of parties to prepetition PSA in connection with Phase Two deposition preparation for JSN litigation in which Wells, UBS, and Loomis are conflict parties (1.30); review Siegert testimony per J. Semmelman direction in connection with same (.30); review various notices of termination sent to the Debtors by the JSN Ad Hoc Group members re: the prepetition PSA in connection with analysis of same for J. Semmelman (.30); correspond with B. Kotliar re: same (.10); draft emails responding to J. Semmelman query re: same (.20); call with J. Weber re: responding to conflict party Wells Fargo's objection to Plan (.30); email to M. Gallagher re: same (.20); email to D. Phillips re: confirmation brief insert referencing prepetition agreements (.10); work with B. Butterfield regarding his analysis of various bankruptcy cases involving potential bad faith and impact on fee requests (.80); review B. Butterfield's analysis of Fibemark and Monitor Oil case law in	8.40
--------------	---	------

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 72

connection with same (.30); draft email memorandum responding to J. Walsh's query re: payment terms of prepetition PSA and current proposed Plan (.80)

10/29/13 JM	Review transcript of hearing before Judge Glenn relating to discovery dispute with Aurelius Capital Management in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.40); review documents produced by Ad Hoc Group members Pentwater, SilverPoint and Marathon in response to subpoenas served by Debtors in connection with Phase II litigation of the JSN Adversary Proceeding (.90); draft email to T. Foudy, J. Semmelman, J. Walsh and M. Jones summarizing contents of same (.50); attention to correspondence with counsel for UMB regarding document requests served on UMB by Debtors in connection with Phase II litigation of the JSN Adversary Proceeding (.10); meet with M. Moscato, T. Foudy, J. Semmelman, J. Walsh and M. Jones re: discovery strategy in light of Court's rulings on October 28, 2013 (1.00); review outline for deposition of Ad Hoc Group member Davidson Kempner to be taken in connection with Phase II litigation (.30); review documents produced by Ad Hoc Group in connection with Phase I for documents relevant to deposition of Davidson Kempner in connection with Phase II litigation (.90); review documents produced by members of Ad Hoc Group in connection with Phase II litigation for documents relevant to deposition of Davidson Kempner (.40); research publicly available information on Davidson Kempner for potential use at deposition of same in connection with Phase II litigation (.50); review Rule 2019 Statements filed by Ad Hoc Group in connection with preparation for deposition of Davidson Kempner (.20); review Motion of Official Committee of Unsecured Creditors For Entry of an Order Authorizing It to Prosecute and Settle Certain Claims on Behalf of the Debtors' Estates [Docket No. 1546] (.30); draft proposed list of exhibits for use at deposition of Davidson Kempner in connection with Phase II litigation (.20); continue to draft memorandum re: application of attorney-client privilege to communications between non-attorneys in connection with Phase II discovery disputes (1.70)	7.40
10/29/13 BB2	Revise memo examining conflict party Oracle Plan Objection in response to comments from M. Gallagher in connection with Residential Capital plan confirmation (2.80); correspondence with M. Gallagher in connection with same (.30); search LexisNexis news and DBR regarding Ad Hoc Group members and bondholder activism, analyze results of search for use in Phase II (1.20); draft summary list with results of research (.40); correspondence with D. Bloom in connection with same	8.50

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 73

(.10); research Ad Hoc Group member activity in Dana, Monitor Oil, Fibermark bankruptcies in connection with same (3.20); follow-up correspondence with D. Bloom re: results of same (.50)

10/29/13 DP2	Review confirmation brief rider and follow up in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.40); continue drafting memorandum on indemnification and fee rights of Wells Fargo and Indenture Trustee to JSNs in connection with Plan confirmation objection by Wells Fargo and JSNs (5.80)	6.20
10/29/13 JCB	Discussion with T. Foudy and E. Combs re: validity of third party releases in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); summarize sections of Ad Hoc Group and Wells Fargo objections re: same (1.50); review relevant secured case law and bankruptcy Court filings re: third party relief in connection with same (3.10); correspondence with E. Combs re: same (.70)	5.50
10/29/13 NG1	Transfer document productions from Milbank using secure FTP connection in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50); process documents productions (Marathan, SilverPoint, Pentwater to Eclipse database for attorney review (1.40); email correspondence with attorneys with production information received from Milbank (.10)	2.00
10/30/13 JS	Meet with J. Walsh and J. Mosse to discuss deposition strategy in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.90); further work on deposition preparation (2.80); continued review of draft witness statements in support of Plan confirmation (1.20); review portions of Davidson Kempner document production (.90)	5.80
10/30/13 SJR	Attend to review of comments to Confirmation Brief and sign-off on same in connection with issues related to JSNs' fees and other modifications in connection with ongoing dispute with JSNs regarding interest and fees (3.40); review of Confirmation Brief in connection with upcoming Residential Capital Confirmation Hearing and note comments regarding same with focus on matters where Curtis is acting as Conflicts Counsel for Residential Capital (2.70); review mark-up and further comments from T. Foudy to Confirmation Brief (.70)	6.80

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 74

10/30/13 TF1	Attend to coordination of review of confirmation brief in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); begin review of confirmation brief (1.20); attend to correspondence with M. Moscato regarding comments to Westman witness statement in support of confirmation (.20)	1.60
10/30/13 MJM	Correspond with T. Foudy re: B. Westman draft direct testimony in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.10); discussion with B. Kotliar re: his comments regarding B. Westman draft direct testimony (.40); review T. Foudy edits to, and B. Kotliar draft cover email regarding, B. Westman's draft direct testimony (.30)	0.80
10/30/13 JJW	Prepare for conflict party Davidson Kempner deposition, including review of document production and related materials (3.50); conference with counsel for the Junior Secured Noteholders and J. Mosse re: conflict party Davidson Kempner deposition issues and Rule 30(b)(6) deposition of Ad Hoc Group (.50); conference with J. Semmelman and J. Mosse re: conflict party Davidson Kempner deposition issues (.90); conference with R. Kiely of Centerview re: Silverpoint and Pentwater valuations of collateral (.50); review Houlihan materials in connection with conflict party Davidson Kempner deposition (1.00)	6.40
10/30/13 MG8	Review and provide comments to draft confirmation brief and review relevant Plan provisions, Plan Supplement provisions and various pleadings on the docket simultaneously for accuracy with particular focus on issues related to JSNs, as Wells Fargo, UBS, Loomis, Davidson Kempner and Silverpoint are conflict parties (4.10); confer with M. Cohen regarding footnote 17 to draft confirmation brief regarding JSN treatment (.20); draft comment for footnote 17 and circulate same to B. Kotliar and M. Cohen in connection with same (.10); confer with D. Bloom regarding certain issues relating to draft confirmation brief (.20); correspond with B. Kotliar regarding providing collective comments to draft confirmation brief to T. Foudy (.20); review Plan Supplement materials on executory agreements filed late last night for review of agreements with various conflict parties, including Citi, Cerberus and Oracle (.50); telephone conference with A. Doshi, counsel to conflict party Oracle regarding Oracle limited objection to confirmation and discuss potential language to include in Confirmation Order (.50); review and comment on chart prepared by D. Bloom and J. Weber comparing JSN prepetition PSA, original Plan,	7.00

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 75

solicitation version of Plan and position of JSNs with respect to the same based on the recent confirmation objection and pleadings filed earlier in the Chapter 11 cases, as Wells Fargo, UBS, Loomis, Davidson Kempner, and Silverpoint are conflict parties (.40); correspond with D. Bloom regarding comments (.20); research whether LLC agreement is executory in connection with CMH Holdings and potential inclusion of LLC agreement on assumed agreement chart (.60)

10/30/13 MAC	Further review and revise draft confirmation brief with focus on issues related to conflicts parties and matters being handled by Curtis in connection with Curtis' role as conflicts counsel to the Debtors (4.20); confer with M. Gallagher regarding footnote 17 to draft confirmation brief regarding JSN treatment (.20); review M. Gallagher draft comment re: same (.10)	4.50
10/30/13 EC	Draft summaries of objections for all parties objecting to confirmation on the basis of third party releases with analysis of arguments advanced in opposition of such releases (2.80); attend to research relating to subject matter jurisdiction for authorization of third party releases (1.60); meet with J. Berman to discuss research relating to release of third parties as part of plan confirmation (.50)	4.90
10/30/13 BMK	Draft outline of significant facts from Westman Transcript and JSNs' Expert Report of Robert Bingham not covered by Barbara Westman's draft direct testimony in connection with the Phase II litigation and confirmation issues where noteholders Loomis, UBS, Davidson Kempner, and Silverpoint are conflict parties (.30); conference with M. Moscato re: same (.40); incorporate T. Foudy edits and comments into draft B. Westman direct testimony and email correspondence with T. Foudy and M. Moscato re: same and providing draft email to send to J. Marines at Morrison & Foerster (.50); review and revise draft confirmation reply brief per edits and comments of M. Gallagher, M. Cohen, and D. Bloom (1.60); draft portion of brief detailing Borrower Claims Trust and Kessler Settlement (.50); email correspondence with T. Foudy re: draft confirmation brief and proposed Plan language (.10)	3.40
10/30/13 JTW	In connection with Plan Confirmation and Phase II litigation where the Ad Hoc Group, inclusive of conflict parties UBS, Silver Point and Davidson Kempner are conflict parties, is seeking payment of attorneys' fees from the estate, conduct research as to whether such fees can be classified as administrative expenses pursuant to the terms fo the JSN Indenture Section 7.07(e) and applicable case law (1.60); draft section of memorandum re: same addressing Ad Hoc Group's right to assert administrative priority claim on account of attorneys' fees incur by the Indenture Trustee during	4.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 76

the Chapter 11 cases (1.70); provide J. Mosse the RMBS Prepetition PSA and Settlement Agreement for review in connection with preparation for Phase II deposition of Davidson Kempner representative (.30); review analysis of key terms of the prepetition plan support agreement and the proposed Joint Plan of Reorganization and application to Ad Hoc Group's Plan Objection in light of previous research memo (.80); confer with D. Bloom re: same and provide comments to clarify certain provisions of the Joint Plan (.10); correspond with J. Walsh re: treatment of intercompany claims under the prepetition PSA and the Ad Hoc Group's Financial Advisor's presentation excluding analysis of such claims (.10)

10/30/13 DAB	Respond to emails from T. Foudy, M. Gallagher and B. Kotliar re: status of confirmation brief comments in connection with Curtis' role as conflicts counsel with respect to objecting parties Wells Fargo and certain members of the JSN Ad Hoc Group (UBS and Loomis) (.30); review section of same re: treatment of JSN claim in the event found undersecured per M. Gallagher comments (.20); confer with same re: same (.20); confer with J. Weber re: open issues with respect to memorandum re: postpetition fees and expenses of Ad Hoc Group in connection with deposition preparation and phase two litigation (.10); analyze and compare prepetition PSA, AFI Settlement, July 3-4 Plan/Disclosure Statement, and Proposed Plan and Approved Disclosure Statement and applying JSNs' confirmation objection points to same, per J. Walsh request in connection with preparation for depositions of Davidson Kempner and the Ad Hoc Group of noteholders (3.80); draft chart regarding same (2.00); incorporate M. Gallagher and B. Kotliar comments re: same (.40); review and comment on B. Butterfield memorandum analyzing treatment of noteholder groups in comparable cases vis-a-vis fee issues and potential bad faith in connection with same (.50)	7.50
10/30/13 JM	Meet and confer with counsel for Ad Hoc Group and J. Walsh in connection with discovery served by Debtors in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.50); meet with J. Walsh and J. Semmelman re: strategy for deposition of Davidson Kempner and Ad Hoc Group corporate representative in connection with Phase II litigation (.90); meet and confer with counsel for the Ad Hoc Group re: scheduling of depositions and document productions in connection with Phase II litigation (.20); correspond with J. Walsh re: same (.10); attend to correspondence re: scheduling deposition of Silver Point in connection with Phase II litigation (.10); attend to correspondence re: deposition of Ad Hoc Group in	8.40

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 77

connection with Phase II litigation (.10); continue to draft outline for deposition of Davidson Kempner Capital Management LLC to be taken by Debtors in connection with Phase II litigation (3.70); update same to incorporate topics to be covered by corporate representative of Ad Hoc Group (1.20); review documents produced by Ad Hoc Group in connection with Phase I litigation in connection with preparation for deposition of Ad Hoc Group (.70); review exhibits relating to Houlihan Lokey from Phase I trial in connection with preparation for deposition of Ad Hoc Group (.30); review Amended and Restated Third Priority Pledge and Security Agreement (.20); review chart analyzing JSN Objections to the Plan as compared to terms of Pre-Petition Plan Support Agreement (.20); review MBIA's Ex Parte Motion for an Order Shortening Notice with Respect to Motion for Leave (.10); review Debtors' Monthly Operating Reports in preparation for deposition of Ad Hoc Group in connection with Phase II litigation (.10)

10/30/13 BB2	Research Ad Hoc Group member activity in Monitor Oil bankruptcy in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); correspond with D. Bloom in connection with same (.10); research Ad Hoc Group member activity in Adelphia, American Airlines, Dana, and Northwest bankruptcies regarding same in connection with same (2.10); correspondence with D. Bloom regarding same in connection with same (.20); research Ad Hoc Group member activity in Visteon, Tribune, Vitro, Pacific Lumber, and Nellson bankruptcies regarding same in connection with same (2.40); correspondence with D. Bloom regarding same in connection with same (.10); research Ad Hoc Group member activity in Muzak, MF Global, Lightsquared, GSC Group, and Granite Broadcasting bankruptcies regarding same in connection with same (1.30); correspond with D. Bloom in connection with same (.10); revise summary chart per instructions from D. Bloom in connection with same (1.30)	8.10
10/30/13 DP2	Continue drafting memorandum re: indemnification and fee rights of Wells Fargo and Indenture Trustee in connection with Plan objections by conflict parties Wells Fargo and the JSNs (2.20)	2.20
10/30/13 ET	Telephone call with A. Lawrence of Morrison & Foerster re preparation of responses and objections to Plan Opponents' proposed trial exhibits in connection with Phase II of the JSN Litigation, as Wells Fargo, UBS and Loomis are conflict parties (.30); correspond with M. Moscato, T. Foudy and J. Walsh re: the same (.20); email correspondence with R. Baehr of Morrison &	1.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 78

Foerster and V. Bergelson of Iris Data Services re: access to the Plan Discovery Document Repository (.20); review and analyze documents on the ResCap Plan Discovery Document Repository (.40); review Amended Order Establishing a Discovery Protocol in Connection with Discovery Relating to Plan Confirmation [Dkt. No. 4974] and draft pre-trial and trial schedule for the Plan Confirmation hearing and confer with R. Baehr of Morrison & Foerster re: same (.50)

10/30/13 JCB	Review of research materials re: validity of third-party releases (.80); review third party release cases cited within memo prepared by J. Drew (1.20); review cases cited within conflict parties' objections to the plan regarding same (2.20); revise section of confirmation brief re: propriety of third party release re: substantial contribution as it relates to objections by conflict parties (1.10); revise outline in conjunction with E. Combs summarizing all objections to third party releases and cases relied on by objecting parties (2.20); conference with E. Combs re: same (.50)	8.00
10/30/13 NG1	Transfer document productions from Milbank using secure FTP connection (.50); process documents productions (Davidson Kempner, Silver Point, Pentwater) to Eclipse database for attorney review (1.40); email correspondence with attorneys with production information received from Milbank (.10)	2.00
10/31/13 JS	In connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Loomis and UBS are conflict parties continued preparation for depositions of Davidson Kempner and the Ad Hoc Group (2.70); further analysis of Ad Hoc Group objections to Plan confirmation (1.90); review documents received from Ad Hoc Group members (1.10); meet with J. Walsh, J. Mosse, and M. Jones re: deposition preparation (1.60);	7.30
10/31/13 TF1	In connection with Plan Confirmation due to objections by conflict parties such as Wells Fargo and PNC and certain members of Ad Hoc Group, including SilverPoint and Davidson Kempner: participate in call with Kramer Levin (A. Dove), Morrison & Foerster LLP (L. Marinuzzi), and Kirkland & Ellis LLP (M. Glick) and E. Combs and J. Berman to go over addressing objections to Plan confirmation (.90); call with B. O'Neill of Kramer Levin regarding Davidson Kempner deposition (.20); discuss same with J. Walsh (.10); draft email to G. Lee of Morrison & Foerster describing JSN discovery progress and disputes (.30); review release section of confirmation brief (.80); review pre-trial schedule for Phase II (.20); review Centerview comments on key documents produced by JSNs (.30); attend to matters concerning attempts to resolve conflict party Wells Fargo objections (.50); continue	4.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 79

review of draft Confirmation Brief (.60); review list of issues circulated by JSN counsel to ensure coverage of all issues (.70)

10/31/13 MJM	Discussion with E. Tobin re: strategy for preparing for task of objecting to JSNs' proposed Phase II/Confirmation trial exhibits in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30)	0.30
10/31/13 JJW	Conference with counsel for the Junior Secured Noteholders re: Phase II discovery issues, including objections to document requests (.50); correspond with T. Foudy re: Phase II discovery issues, including Aurelius issues (.50); revise deposition outline for conflict party Ad Hoc Group member Davidson Kempner deposition (1.00); correspond with J. Mosse re: same (.40); prepare for Davidson Kempner deposition, including review of Davidson Kempner document production, Houlihan documents and related materials (2.90); conference with J Semmelman, M. Jones, and J. Mosse re: same (1.60)	6.90
10/31/13 MG8	Review CMH Holdings LLC agreement and Servicing Agreement in connection with Plan Supplement Review (.60); discuss with M. Cohen potential issues with respect to assumption and rejection of the same and whether the agreements are executory (.40); research briefly status and treatment of LLC agreements under section 365 (.70); discuss the same with B. Butterfield for more in depth analysis (.30); attend to correspondence with E. Richards of Morrison & Foerster regarding Oracle postpetition agreements listed on assumption schedule (.30); follow-up correspondence with counsel to Oracle, Amish Doshi, several times in effort to address Oracle confirmation objection (.40); attend to correspondence from T. Foudy regarding Wells Fargo confirmation objection (.20) review in depth the Wells Fargo Objection (.60); discuss same with M. Cohen (.30); telephone conference with D. Phillips and M. Cohen regarding the relevant JSN document provisions implicated by Wells Fargo's objection (.50); review multiple correspondence with D. Phillips and D. Bloom discussing the same (.60); attend to correspondence from T. Foudy and M. Cohen regarding Committee position on Wells Fargo confirmation objection (.20); follow-up correspondence with D. Bloom regarding same and research regarding related research on third- party releases (.20)	5.30
10/31/13 MAC	Office conference with M. Gallagher and D. Phillips re: conflict party Wells Fargo confirmation objection (.50); confer with M. Gallagher re: bankruptcy issues related to Wells Fargo Plan objection (.30); review proofs of claim and summaries in connection with same (.60);	4.60

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 80

conduct analysis re: conflict party Wells Fargo Plan objection in an effort to resolve objection (1.60); review conflict party Oracle agreement and work to resolve assumption related issues in connection with same (.80); review assumption and rejection procedures in connection with potential objections and strategy in connection with CMH dispute with Cerberus, a conflict party (.40); discuss same with M. Gallagher (.40)

10/31/13 EC	Review and revise summaries of confirmation objections relating to third party release in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); research circumstances under which third part release may be granted and whether releases objected to by plan objectors are permissible releases under prevailing Metromedia/Johns-Manville standards (2.80); attend teleconference with T. Foudy and J. Berman, as well as counsel representing unsecured creditor's committee to review outstanding plan objection issues and strategy for addressing release related objections (.90); attend post-call meeting with J. Berman to discuss law on third-party release in Second Circuit and applicability of law to fact in the present case (.70); research whether amount of proposed settlement claim and importance of the claim can serve as the grounds to create "related to" jurisdiction for third party released granted to contributor (1.40); draft email to T. Foudy re: same (.20); review emails prepared by D. Phillips relating to the Debtors obligation to pay fees of the Indenture Trustee under the notes and whether obligation may extend to JSN fees after the termination of fee provisions of the Cash Collateral Order (.30)	6.80
10/31/13 MPJ	Meet with J. Semmelman, J. Walsh, and J. Mosse to discuss strategy relating to the Ad Hoc Group and Davidson Kempner Rule 30(b)(6) depositions in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.60); review emails and correspondence from J. Walsh and T. Foudy regarding current scope of Ad Hoc Group deposition (.70); correspond with J. Mosse regarding Davidson Kempner deposition (.20); review and analyze the Ad Hoc Group's objections to the Rule 30(b)(6) deposition notice served in Phase II (.50); continue drafting script of the Ad Hoc Groups Rule 30(b)(6) deposition to incorporate results of meetings described above and to address the various objections raised by the Ad Hoc Group (1.70); review documents produced by conflict party Davidson Kempner on October 31, 2013 (1.00); draft email summarizing potentially relevant documents that could be used in the deposition of Davidson Kempner (.40)	6.10

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 81

10/31/13 BMK	Correspondence with J. Berman and E. Combs re: whether bankruptcy court can grant third party release to non-contributing third party in connection with resolving conflict party Wells Fargo's objection to plan confirmation (.30)	0.30
10/31/13 DAB	Review and respond to T. Foudy emails re: rights of collateral agent, indenture trustee and ad hoc group of noteholders to fees in connection with Curtis' role as conflicts counsel with respect to objecting party Wells Fargo and certain members of the JSN Ad Hoc Group (UBS and Loomis) and Wells Fargo objection to plan (.50) correspond with J. Weber and D. Phillips regarding same (.80); review Wells Fargo proofs of claim to address issues raised by T. Foudy in same (.30); research regarding materials plan modifications in connection with same (1.00); followup email to D. Phillips re: issues raised by same (.20)	2.80
10/31/13 JM	Continue to draft outline for deposition of Davidson Kempner in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (3.60); meet with J. Walsh, M. Jones, and J. Semmelman re: same (1.60); update deposition outline for Davidson Kempner per comments from J. Walsh and J Semmelman (2.00); review privilege and redaction logs produced by Davidson Kempner in response to Debtors' discovery requests served in connection with Phase II litigation (.30); review Ad Hoc Group's responses and objections to Debtors' 30(b)(6) deposition notice (.20); review Ad Hoc Group's responses and objections to Debtors' document requests served in connection with Phase II litigation (.20); correspond with J. Walsh re: same (.10); review additional documents produced by Davidson Kempner in response to Debtors' discovery requests served in connection with Phase II litigation (.60) attention to correspondence re: narrowing deposition topics for corporate representative of Ad Hoc Group (.10)	8.70
10/31/13 BB2	Finalize summary of research re: Ad Hoc Group member activity in other Chapter 11 bankruptcies in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.90); email certain docket items to J. Semmelman in connection with same (.10); research executory nature of CMH Holdings LLC agreement in connection with dispute with Cerberus, a conflict party (3.30); discuss same with M. Gallagher (.30)	5.60
10/31/13 DP2	Continue drafting memorandum on indemnification and	5.70

fee rights of Wells Fargo and Indenture Trustee in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (3.60); conference with M. Gallagher and M. Cohen re: same (.50); attention to questions on delivery of cash proceeds to collateral agent, including review of documents and correspondence (1.60)

10/31/13 ET	Review deposition calendar and agreed upon pre-trial and trial schedule for the Plan Confirmation hearing, in connection with Phase II of the JSN Litigation, as Wells Fargo, UBS and Loomis are conflict parties (.30); email correspondence with R. Baehr of Morrison & Foerster re: the same (.20); confer with M. Moscato re: same (.30)	0.80
10/31/13 JCB	Finalize summary of objections to third-party releases in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (1.80); conference call with T. Foudy, E. Combs, L. Marinuzzi, co-counsel to debtors, and B. O'Neil committee counsel re: objections to plan generally and third-party releases specifically (.90); post-call meeting with E. Combs re: strategy for researching relevant Second Circuit case law re: third party releases (.70); research case law re: whether extending third-party release to Wells Fargo is permissible under the Bankruptcy Code (.80); summarize same (1.10); analyze materials and case law re: entitlement of JSNs to fees and costs (2.50)	7.80
10/31/13 NG1	Transfer document productions from Milbank using secure FTP connection in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.30); process documents production from Davidson Kempner to Eclipse database for attorney review (.80); email correspondence with attorneys with production information received from Milbank (.10)	1.20
10/31/13 MM9	Load Davidson Kempner production received from Milbank into Eclipse database in preparation for attorney review (.20)	0.20

TOTAL HOURS	1,198.90
-------------	----------

January 21, 2014
Inv # 1596835
Our Ref # 062108-000500

Page 83

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jacques Semmelman	Partner	125.30	860	107,758.00
Steven J. Reisman	Partner	53.30	830	44,239.00
Michael J. Moscato	Partner	4.60	785	3,611.00
Jonathan J. Walsh	Partner	122.10	740	90,354.00
Theresa A. Foudy	Partner	64.60	730	47,158.00
Michael Ari Cohen	Partner	49.20	730	35,916.00
Maryann Gallagher	Counsel	65.40	625	40,875.00
Ellen Tobin	Associate	2.40	600	1,440.00
Jeffrey C. Berman	Associate	30.90	600	18,540.00
Danny Phillips	Associate	28.00	550	15,400.00
Daniel A. Bloom	Associate	129.30	480	62,064.00
Julia Mosse	Associate	123.10	435	53,548.50
Michael P. Jones	Associate	117.90	305	35,959.50
Bryan M. Kotliar	Associate	23.20	305	7,076.00
John Thomas Weber	Associate	82.00	305	25,010.00
Benjamin Butterfield	Associate	121.60	305	37,088.00
Edward Combs	Associate	14.10	290	4,089.00
Neal Goodman	Litigation Support	10.80	260	2,808.00
Franklin R. Guenther	Legal Assistant	7.00	235	1,645.00
Noah Gardy	Legal Assistant	14.70	235	3,454.50
Samuel Ballard	Legal Assistant	8.00	200	1,600.00
Michael Malavarca	Litigation Support	0.20	200	40.00
Bryent Battle	Litigation Support	1.20	165	198.00
		1,198.9		\$639,871.50

TOTAL SERVICES

\$639,871.50

Summary of Expenses

Courier Expense	184.87
External Photocopy Services	2,401.20
Intercall Audio Conferencing	83.21
Pacer - ECF	61.20

TOTAL EXPENSES

\$2,730.48

TOTAL THIS INVOICE

\$642,601.98



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 16, 2014

Inv. # 1596345
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

10/01/13 NG2	Prepare and send Chambers copies and disk re: Second Supplemental Declaration of Steven J. Reisman on Behalf of Curtis, Mallet-Prevost, Colt & Mosle LLP, Pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure [D.E. 5213] as required by professional retention order and case management order per request of M. Gallagher (.50)	0.50
10/08/13 SJR	Review and revise Curtis' July Fee Statement with respect to cover memo to client (.80); follow up and sign-off on Fee Statement for filing in accordance with U.S. Trustee Guidelines (.80)	1.60
10/08/13 MG8	Review and revise cover memorandum for Curtis' July fee statement to ensure that narratives accurately reflect time included in billing statement and compliance with Guidelines issued by the Court and the US Trustee, and follow-up with D. Bloom regarding same (.50)	0.50
10/09/13 FRG	Revise exhibits to July cover memorandum, including revisions of charts to ensure compliance with US Trustee guidelines (1.90)	1.90
10/10/13 FRG	Finalize July fee statement per revised figures in July invoices, including revisions to charts of same in order to comply with US Trustee guidelines and relevant orders of the court (2.10); complete preparation and service of same (1.50)	3.60
10/23/13 SJR	Attend to matters regarding preparation of Fourth Interim Fee Application for Residential Capital and review documentation to support fee application (1.70); review of earlier objections to interim fee applications by Office of the United States Trustee in preparation for next fee application to address concerns of U.S. Trustee with respect to same (.80)	2.50
10/29/13 FRG	Per B. Kotliar, review and chart payment history in connection with preparation of Fourth Interim Fee Application in connection with ensuring compliance with disclosures required by the U.S. Trustee Guidelines	2.50

January 16, 2014
Inv # 1596345
Our Ref # 062108-000700

Page 2

and professional compensation order (2.50)

10/30/13	FRG	Per M. Cohen, prepare chart of conflict parties and their relevant matters in the Chapter 11 cases and adversary proceedings (1.80); several discussions with N. Gardy and M. Cohen re: same (.30); continue drafting summary chart re: fee payment history for purposes of preparing disclosure for the Fourth Interim Fee Application to ensure compliance with U.S. Trustee Guidelines and professional compensation order (.50)	2.60
10/31/13	BMK	Begin drafting Curtis' Fourth Interim Fee Application in order to ensure compliance with U.S. Trustee Guidelines and professional compensation order (.80)	0.80

TOTAL HOURS	16.50
-------------	-------

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	4.10	830	3,403.00
Maryann Gallagher	Counsel	0.50	625	312.50
Bryan M. Kotliar	Associate	0.80	305	244.00
Franklin R. Guenther	Legal Assistant	10.60	235	2,491.00
Noah Gardy	Legal Assistant	0.50	235	117.50
		16.50		\$6,568.00

TOTAL SERVICES	\$6,568.00
----------------	------------

Summary of Expenses

Courier Expense	32.80
-----------------	-------

TOTAL EXPENSES	\$32.80
----------------	---------

TOTAL THIS INVOICE	<u><u>\$6,600.80</u></u>
--------------------	--------------------------



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 13, 2014

Inv. # 1598214
Our Ref. 062108-000100
SJR

Attention: Residential Capital, LLC

Re: Case Administration

11/01/13	MG8	Attend to review of recent docket activity in connection with Curtis' role as conflicts counsel (.50)	0.50
11/04/13	FRG	Arrange telephonic listen-only appearance at November 4 status conference for D. Bloom (.20)	0.20
11/07/13	MG8	Attend to brief review of recent docket activity in connection with Curtis' role as Debtors' conflicts counsel (.40)	0.40
11/12/13	NG2	Circulate numerous calendar entries in connection with Residential Capital Omnibus Hearings, per request of B. Kotliar (.20)	0.20
TOTAL HOURS			1.30

Summary of Services

	Title	Hours	Rate	Amount
Maryann Gallagher	Counsel	0.90	625	562.50
Franklin R. Guenther	Legal Assistant	0.20	235	47.00
Noah Gardy	Legal Assistant	0.20	235	47.00
		1.30		\$656.50

TOTAL SERVICES \$656.50

Summary of Expenses

Courier Expense	26.85
External Photocopy Services	58.50

TOTAL EXPENSES \$85.35

TOTAL THIS INVOICE \$741.85

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 14, 2014

Inv. # 1598215
Our Ref. 062108-000320
SJR

Attention: Residential Capital, LLC

Re: Claims Administration and Objections

11/01/13	MG8	Attend to correspondence with A. Root regarding request for back-up information for Debtors' offer with respect to conflict party PNC Mortgage claim (.20); follow-up correspondence with D. Horst and C. Laubach of Residential Capital regarding the same (.20)	0.40
11/05/13	MG8	Review information sent by C. Laubach of Residential Capital to support proposal for conflict party PNC Mortgage claims (.30); several follow-up calls and emails with C. Laubach regarding same (.40); correspond with D. Horst of Residential Capital regarding changed amount of offer to resolve PNC Mortgage claims (.20); telephone conference with A. Root, counsel to PNC Mortgage, regarding proposal to resolve PNC Mortgage claims (.20); review chart sent by C. Laubach and draft transmittal correspondence to A. Root re: same (.50)	1.60
11/06/13	MG8	Telephone conference with A. Root regarding conflict party PNC Mortgage request for conference call with Residential Capital business person to review offer with respect to PNC Mortgage's claims (.20); follow-up correspondence with D. Horst and C. Laubach of ResCap with respect to the same (.20)	0.40
11/11/13	MG8	Attend to correspondence with A. Root, counsel to conflict party PNC Mortgage, regarding conference call to discuss potential claim resolution and follow-up correspondence with D. Horst, L. Delehey and C. Laubach of Residential Capital regarding same (.20)	0.20
11/13/13	SJR	Review e-mail correspondence with M. Gallagher regarding upcoming Omnibus claims objections that Morrison & Foerster wants Curtis to handle in connection with resolutions of claims where Morrison & Foerster has a conflict, including potentially claims of UBS, Goldman, Barclay, RBS and Bank of America (.60); correspond with M. Gallagher regarding matters related to same and conflict issues (.40); review documentation from conflict party CitiMortgage with respect to conflict party in connection with timely ballot	1.70

February 14, 2014
Inv # 1598215
Our Ref # 062108-000320

Page 2

and claim objection (.50); review e-mail correspondence with M. Cohen and M. Gallagher regarding CitiMortgage request for additional time to respond to claim objection from November to December hearing (.20)

11/13/13 TF1	Correspondence with M. Gallagher on draft 51st Omnibus Claims Objection and conflict parties involved including potentially Bank of America, UBS, Goldman, Citi, Barclays, and CitiMortgage Claim Objection (.20)	0.20
11/13/13 MG8	Attend to correspondence with A. Root, counsel to PNC Mortgage, regarding scheduling meeting to address potential claims resolution (.20); follow-up with D. Horst and C. Laubach with Residential Capital with respect to the same (.20); correspond with M. Cohen regarding handling unopposed hearing on 43rd Omnibus Claims Objection where Curtis acts as conflicts counsel regarding CitiMortgage (.20); correspond with C. Cu of KCC to obtain special notice to CitiMortgage for 43rd Omnibus Claims Objection as it relates to certain No. 5360 (.20); review correspondence from D. Petrie, counsel to Citimortgage, regarding request to adjourn hearing on omnibus claim objection even though response deadline passed (.20); follow-up correspondence with J. Walsh regarding same (.20); correspond with M. Cohen and S. Reisman regarding same (.30); telephone conference with C. Laubach, claims administrator at Residential Capital, regarding CitiMortgage request for additional time and potential merits of CitiMortgage claim (.40); attend to correspondence with J. Arett of Morrison & Foerster regarding upcoming omnibus claims objection for insufficient documentation claims involving several conflict parties, including Citi, UBS, Goldman, Barclays. RBS, Bank of America and related follow-up with S. Reisman with respect to the same (.50); correspond with J. Wishnew of Morrison & Foerster regarding potential adjournment of CitiMortgage claim objection (.20); follow-up conference with S. Reisman regarding upcoming conflict party omnibus objection (.40); telephone conference with D. Petrie, counsel to CitiMortgage, regarding adjournment of claims objection and type of information required by client to evaluate claim (.30); telephone conference with Judge Glenn's chambers to arrange for adjournment of 43rd Omnibus Claims Objection as it relates to CitiMortgage claims (.20); attend to follow-up correspondence with D. Petrie regarding same (.20); draft notice of adjournment for 43rd Omnibus Claims Objection as it relates to CitiMortgage (.60); attend to further correspondence with C. Laubach regarding types of information needed to evaluate CitiMortgage claim and basis for adjournment (.30); draft and transmit correspondence to D. Petrie outlining the type of information and documentation required to analyze	5.00

February 14, 2014
Inv # 1598215
Our Ref # 062108-000320

Page 3

	CitiMortgage claim (.20); correspond with M. Cohen regarding 47th Omnibus as it relates to Oracle claim and hearing scheduled for November 15 (.20)	
11/13/13 MAC	Review conflict party Citi Mortgage claim No. 5360 and conduct analysis of likelihood of success of merits of claim objection and potential extension of time (1.40); prepare for hearing on 43rd and 51st Omnibus claims objections being handled by Curtis in connection with Curtis' role as conflicts counsel to the Debtors with respect to CitiMortgage (.90); correspond with M. Gallagher regarding handling unopposed hearing on 43rd Omnibus Claims Objection where Curtis acts as conflicts counsel regarding CitiMortgage (.20); correspondence with M. Gallagher and S. Reisman regarding re: correspondence from D. Petrie, counsel to Citimortgage, regarding request to adjourn hearing on omnibus claim objection even though response deadline passed (.30)	2.80
11/14/13 MG8	Revise notice of adjournment for 43rd Omnibus Claims Objection with respect to CitiMortgage claim No. 5360 (.30); correspond with B. Kotliar regarding filing and service of the same (.20); review transmittal letter to send to chambers prepared by N. Gardy and sign off on the same (.20); attend to correspondence with D. Bayrock, V. Zimmerman, and J. Gottlieb regarding potential upcoming claims objections against conflict parties Royal Bank of Scotland, RBS Securities and Goldman Sachs and related follow-up (.50); review follow-up correspondence with J. Arett of Morrison & Foerster regarding objections to claims asserted by conflict party's Bank of America entities and Everbank (.30); review related proofs of claim (.50); attend to preparation for hearing on 47th and 40th Omnibus Claim Objections where Curtis is acting as Debtors' counsel in connection with Oracle and Everbank, respectively (.40); correspondence with M. Cohen re: same, as he is handling hearing (.20); correspond with C. Cu of KCC in order to obtain specialized notices for Everbank and Oracle in connection with 40th, 43rd, and 47th omnibus claims objections hearings scheduled for tomorrow (.20)	2.80
11/14/13 MAC	Review proofs of claim in connection with preparation of 47th and 43rd Omnibus claims objections being handled by Curtis as conflicts counsel to the Debtors with respect to CitiMortgage (1.40); correspondence with M. Gallagher re: same (.20); prepare for hearing in connection with the Debtors' 47th and 40th omnibus objections to claims as it relates to conflict parties (.50)	2.10
11/14/13 FRG	Compile materials re: conflict party Oracle's claim No. 3906 for hearing re: same in connection with 47th omnibus objection for M. Cohen (.70)	0.70

February 14, 2014
Inv # 1598215
Our Ref # 062108-000320

Page 4

11/14/13 NG2	File on the Residential Capital docket, "Notice of Adjournment of Hearing on Debtors' Forty-Third Omnibus Objection to Claims (Insufficient Documentation) in Respect of CitiMortgage, Inc. (Claim No. 5360) to December 11, 2013 at 10:00 A.M. (Prevailing Eastern Time)," [Docket No. 5747] (1.00); generate Chambers Copies to send to Judge Glenn, per request of B. Kotliar (.20)	1.20
11/15/13 MAC	Prepare for hearing on omnibus claims objection with respect to conflict parties (1.00); attend hearing on 40th, 43rd, and 47th omnibus claims objections in connection with Curtis' role as conflicts counsel to the Debtors (3.50)	4.50
11/17/13 MG8	Correspondence with T. Foudy regarding 51st omnibus claims objections for insufficient documentation against, potentially conflict parties Bank of America, Everbank, UBS, and others (.30)	0.30
11/18/13 TF1	Correspond with M. Gallagher on 51st Omnibus Claims Objection and conflict parties involved and conflict party Citi claim objection (.20)	0.20
11/20/13 MG8	Attend to several communications with S. Wallace, counsel to conflict party CitiMortgage, regarding her transmission of several large documents in support of conflict party CitiMortgage proof of claim No. 5360 and related follow-up correspondence with F. Guenther (.50); correspondence with S. Reisman regarding the same as it relates to 43rd Omnibus Claims Objection (.30)	0.80
11/20/13 MAC	Review claims and background information in connection with Wells Fargo (conflict party) Dexter litigation in connection with developing strategy to potentially resolve claims (1.30)	1.30
11/21/13 SJR	Review documentation regarding Citi Mortgage and Fannie Mae agreement with respect to potential resolution of claim of conflict party Citi Mortgage and proposal that it withdraw substantial portion of its claim for repurchases related to Fannie Mae – CalPers agreement (.80)	0.80
11/21/13 MG8	Review briefly documents transmitted by S. Wallace, counsel to conflict party CitiMortgage, in support of CitiMortgage Claim No. 5630 as it relates to 43rd Omnibus Claims Objection (.60); correspond with C. Laubach and D. Horst of Residential Capital claims regarding the same (.20); attend to correspondence from S. Wallace regarding CitiMortgage agreement with Fannie Mae, which should eliminate large portion of CitiMortgage claim (.20); follow-up with J. Wishnew of Morrison & Foerester regarding extending CitiMortgage response deadline in order to seek to	1.40

February 14, 2014
Inv # 1598215
Our Ref # 062108-000320

Page 5

	resolve remainder of CitiMortgage claim No. 5360 (.20); attend to further correspondence with S. Wallace regarding extension until November 27 of CitiMortgage time to respond to Debtors' 43rd Omnibus Claims Objection (.20)	
11/21/13 MAC	Review background documents in connection with the objection to conflict party CitiMortgage claim (.80)	0.80
11/21/13 FRG	Prepare materials re: Conroy and Arzapalo Loans in connection with 43rd Omnibus Claims Objection as it relates to CitiMortgage claim No. 5360 per M. Gallagher (3.60)	3.60
11/22/13 MG8	Attend to numerous communications with S. Wallace regarding Company's failure to receive documentation in support of conflict party CitiMortgage Claims, extension of time to respond and proposed stipulation to effect resolution of claim (.70); begin draft stipulation resolving CitiMortgage Proof of Claim 5360 (.80); telephone conference with M. Boyer of Residential Capital regarding Residential Capital difficult receiving all documents sent by CitiMortgage and related follow-up correspondence (.40); attend to correspondence with S. Reisman regarding CitiMortgage extension of time to respond to 43rd Omnibus Claims Objection and drafting stipulation for a potential resolution (.20)	2.10
11/22/13 MAC	Address issues in connection with conflict party CitiMortgage claims subject to 43rd Omnibus Claims Objection (.70); review background documentation submitted by client in connection with same (.50)	1.20
11/22/13 FRG	Complete preparation of materials re: Arzapalo and Conroy loans in connection with 43rd Omnibus Claims Objection as it relates to Citimortgage (.30); submit to M. Gallagher and M. Cohen for review (.20)	0.50
11/24/13 MG8	Review documents sent by conflict party CitiMortgage with respect to its Proof of Claim #5360 (1.20); revise draft stipulation for consistency with documents provided by CitiMortgage (.60)	1.80
11/25/13 SJR	Review correspondence and underlying documentation regarding efforts to resolve conflict party CitiMortgage claim (.60)	0.60
11/25/13 MG8	Attend to correspondence with D. Petrie, counsel to conflict party CitiMortgage regarding reduction in claim amount due to Fannie settlement (.20); correspond with J. Wishnew of Morrison & Foerster regarding adjournment of hearing on 43rd Omnibus as it relates to CitiMortgage in order to attempt to resolve the claim (.20); follow-up correspondence with D. Petrie and his colleague S. Wallace regarding same (.20); correspond with E. Richards of Morrison & Foerster regarding	1.30

February 14, 2014
Inv # 1598215
Our Ref # 062108-000320

Page 6

obtaining draft form of stipulation to resolve claim in anticipation of resolution of CitiMortgage claim (.20); attend to multiple communications with M. Boyer of Residential Capital regarding documentation for and analysis of CitiMortgage claim No. 5360 (.30); correspond with K. Priore of Residential Capital regarding conflict party Wells Fargo claim against Debtors in connection with Dexter landlord litigation pending in California (.20)

11/25/13	MAC	Continue to resolve conflict party CitiMortgage claim No. 5360 and review background documents in connection with same (1.00)	1.00
11/26/13	SJR	Review documentation with respect to conflict party Citi Mortgage claim and efforts to resolve and allow claim of Citi Mortgage at reduced amount, including correspondence from M. Gallagher lack of documentation for certain portions of claim and review documentation which supports claim in advance of upcoming hearing (.80)	0.80
11/26/13	MG8	Prepare for and participate in call with K. Priore, L. Delehey (both of Residential Capital) and M. Cohen to discuss Wells Fargo claim against GMAC Mortgage arising from Dexter litigation (.60); attend to follow-up correspondence with K. Priore regarding the same (.20); telephone conference with D. Wood counsel to Wells Fargo in Dexter litigation regarding Wells' claim against GMAC Mortgage (.30) follow-up with K. Priore regarding same (.20); review analysis of GMAC Mortgage potential liability in Dexter matter obtained by K. Scoggs, counsel handling Dexter litigation for GMAC Mortgage (.40); review Wells Fargo claim against GMAC Mortgage with respect to Dexter litigation (.20); attend to correspondence with M. Boyer of Residential Capital claims regarding analysis of CitiMortgage claim and related follow-up (.20); attend to correspondence with S. Wallace, counsel to CitiMortgage, regarding adjournment and Debtors' request for additional information (.20)	2.30
11/26/13	MAC	Review analysis of potential damages in connection with Wells Fargo, Dexter litigation and conduct analysis of potential resolution of conflict party Wells Fargo claim (.90); prepare for and participate in call with K. Priore, L. Delehey (both of Residential Capital), and M. Gallagher to discuss Wells Fargo claim against GMAC Mortgage arising from Dexter litigation (.60); review analysis re: conflict party, CitiMortgage, claim for damages in connection with potential settlement of claim (.80)	2.30
11/27/13	MAC	Conduct research and analysis in connection with resolution of conflict party CitiMortgage claim No. 5360 (.70); review client correspondence re: same (.20)	0.90

February 14, 2014
Inv # 1598215
Our Ref # 062108-000320

Page 7

TOTAL HOURS 47.60

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.90	830	3,237.00
Theresa A. Foudy	Partner	0.40	730	292.00
Michael Ari Cohen	Partner	16.90	730	12,337.00
Maryann Gallagher	Counsel	20.40	625	12,750.00
Franklin R. Guenther	Legal Assistant	4.80	235	1,128.00
Noah Gardy	Legal Assistant	1.20	235	282.00
		47.60		\$30,026.00

TOTAL SERVICES \$30,026.00

TOTAL THIS INVOICE **\$30,026.00**



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 19, 2014

Inv. # 1600819
Our Ref. 062108-000400
SJR

Attention: Residential Capital, LLC

Re: General Litigation Matters

11/01/13 JJW	Conference with M. Gallagher re: Debtors' response to conflict party PNC Bank's objection to Kessler Settlement (.30); review and comment on draft response in connection with same (.50)	0.80
11/01/13 MG8	Attend to correspondence with J. Wishnew of Morrison & Foerster regarding comments of Committee and Plaintiffs' to Debtors' Reply to PNC Objection to Kessler Settlement (.20); review and revise updated draft of Debtors' Reply to PNC Objection to Kessler Settlement (.50); follow-up correspondence with A. Anon regarding same (.20); transmit to E. Frejka of Kramer Levin, F. Walters, D. Flanigan, B. Carlson (counsel to Kessler plaintiffs), J. Wishnew and N. Rosenbaum of Morrison & Foerster, as well as M. Biggers of Bryan Cave updated draft of Debtors' Reply to PNC Objection to Kessler Settlement (.20); correspond with F. Walters regarding Plaintiffs' Reply in connection with Kessler Settlement (.20); attend to correspondence from E. Frejke regarding additional comments to Debtors' Reply (.10); attend to additional correspondence with M. Biggers regarding sign off on Debtors' Reply to PNC Objection to Kessler Settlement (.10); revise further Debtors' Reply to PNC Objection to Kessler Settlement (.30); telephone conference with J. Walsh regarding status of Debtors' Reply to PNC Objection to Kessler Settlement (.30); review service for Joint Motion to Approve Kessler Settlement and follow-up with M. Biggers regarding same (.20); correspond with C. Cu of KCC regarding service for Debtors' Reply to PNC Objection to Kessler Settlement (.30); follow-up correspondence with A. Anon regarding finalization of Debtors' Reply to PNC Objection to Kessler Settlement (.20)	2.80
11/01/13 AVA	Review comments of Debtors' counsel (J. Wishnew of Morrison & Foerster), M. Gallagher, and J. Walsh on Debtors' Response to conflict party PNC's Supplemental Memorandum and related follow up (1.00); revise Response to PNC's Supplemental Memorandum (3.40); update research regarding applicable law for judgment credits for claims under	8.00

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 2

HOEPA, TILA and RESPA in connection with same (3.60)

11/02/13 MG8	Attend to correspondence from J. Wishnew of Morrison & Foerster regarding Reply to conflict party PNC Bank objection to Kessler Class Settlement (.10); revise Debtors' Reply to PNC Bank objection to Kessler Class Settlement (.40); follow-up correspondence with A. Anon regarding the same (.20)	0.70
11/03/13 MG8	Review standing and mootness cases cited in Reply to objection of PNC Bank in connection with Kessler Settlement and modify Debtors' draft Reply accordingly (1.20)	1.20
11/04/13 JJW	Review Kessler Plaintiffs' response to conflict party PNC Bank's objection to Kessler Settlement (.10); conference with M. Gallagher re: same (.30); conference with F. Walters of Walters Bender (Kessler plaintiffs' counsel) re: PNC Bank's objection in connection with same (.10); review and finalize Debtors' response to PNC Bank's objection in connection with same (.50); telephone conference with A. Anon and M. Gallagher re: additional support for judgment reduction provisions (.30)	1.30
11/04/13 MG8	Attend to correspondence from N. Rosenbaum of Morrison & Foerster regarding suggested change to Debtors' Reply in Further Support of Kessler Class Settlement (.20); attend to correspondence with F. Walters, counsel to Kessler Class, regarding the same (.20); attend to correspondence from J. Wishnew of Morrison & Foerster regarding minor changes to Debtors' Reply in Further Support of Kessler Class Settlement and revise Reply accordingly (.30); correspondence with A. Anon regarding the same (.20); telephone conference with N. Rosenbaum of Morrison & Foerster to discuss his comments to Debtors' Reply (.20); telephone conference with J. Walsh regarding Plaintiffs' Reply in Further Support of Kessler Class Settlement and discuss his thoughts regarding same (.30); review proposed changes to Plaintiffs' Reply in Further Support of Kessler Class Settlement (.70); attend to numerous communications with E. Frejke of Kramer Levin, J. Wishnew and N. Rosenbaum of Morrison & Foerster, D. Flanigan, and F. Walters regarding comments to Plaintiffs' Reply in Further Support of Kessler Class Settlement (.30); telephone conference with F. Walters to discuss suggested changes to Plaintiffs' Reply in Further Support of Kessler Class Settlement (.40); final review of Debtors' Reply in Further Support of Kessler Class Settlement (.40); discuss with A. Anon minor revisions to the same and filing issues (.40); telephone conference with J. Walsh and A. Anon to discuss finalization and filing of Debtors' Reply in Further Support of Kessler Class	6.60

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 3

Settlement as well as comments and questions from Judge Glenn regarding judgment reduction provisions in other settlements that the Debtors are involved in (.30); attend to review of Rothstein District Court docket to determine parties and natures of causes of action and whether any settlements had been entered (.60); follow-up with J. Walsh and A. Anon regarding same (.70); review NJ Carpenters' docket to obtain final settlement order with Debtors as well as related objection with respect to bar order (.50); attend to matters related to service of Debtors' Reply in Further Support of Kessler Class Settlement (.50); related follow-up correspondence with M. Biggers of Bryan Cave and B. Thompson of Residential Capital regarding the same (.20); confer with A. Anon regarding basis for review of Rothstein and NJ Carpenters' docket and preparations for hearing on Joint Motion to Approve of Kessler Class Settlement (.20)

11/04/13 NG2	File "Debtors' reply in further support of the joint motion pursuant to 11 U.S.C. § 105 and Federal Rules of Bankruptcy Procedure 7023 and 9019 for an order, inter alia, approving the settlement agreement on a final basis and granting related relief," [Docket No. 5594] on main docket 12-12020, per request of A. Anon (.60)	0.60
11/04/13 AVA	Revise Debtor's Reply to conflict party PNC Bank's Supplemental Memorandum in Support of its Limited Objection with special attention to comments of M. Gallagher, J. Walsh and comments from Debtor's counsel (N. Rosenbaum of Morrison & Foerster) (2.50); telephone conference with J. Walsh and M. Gallagher re: additional support for judgement reduction provisions (.30); review Named Plaintiff's Reply to PNC Bank's Supplemental Memorandum in Support of its Limited Objection (.70); review citations to case law and prior pleadings in Debtors' Reply to confirm accuracy and substance of citations (1.90); coordinate creation of Table of Authorities and Table of Contents in connection with final preparation of Debtors' Reply to PNC Bank's Supplemental Memorandum in Support of its Limited Objection; coordinate and assist in filing of Debtors' reply (.50); at request of J. Walsh, research outcome of FHFA settlement with Debtors before Judge Cote (.40); review outcome of Rothstein class action at request of J. Walsh, and in connection with PNC Bank's objection to the Proposed Final Approval Order of the Kessler Settlement Agreement (.40); discuss with M. Gallagher finalizing and reply to conflict party PNC Bank's objection (.40)	7.10
11/05/13 JJW	Conference with A. Anon and M. Gallagher re: preparation for Kessler Settlement hearing and response to conflict party PNC Bank objection thereto	0.40

(.40)

11/05/13 MG8	Meet with J. Walsh and A. Anon to review litigations being settled by the Debtors, the related non-settling defendants (if any), the types of claims and whether the non-settling co-defendants could assert claims for contribution and indemnity and to determine any judgment credit provisions for relevance to Kessler Settlement and conflict party PNC Bank objection (.40); follow-up correspondence with A. Anon regarding same (.20); review disclosure statement for list of litigations in which the Debtors are defendants and correspond with A. Anon regarding the same (.40); review briefly proofs of claims filed by conflict parties discussed at November 4 hearing as newly entering into settlements with Debtors, including FHFA, Deutsche Bank, Citigroup, Goldman Sachs, UBS and Credit Suisse to determine what litigations those creditors were involved in and whether other settlements exist (1.20); correspond with A. Anon regarding judgment reduction language included in the Plan (.20)	2.40
11/05/13 NG2	Prepare Chambers Copies in connection with, Debtors' Reply in Further Support of the Joint Motion Pursuant to 11 U.S.C. § 105 and Federal Rules of Bankruptcy Procedure 7023 and 9019 for an Order, Inter Alia, Approving the Settlement Agreement on a Final Basis and Granting Related Relief [Docket No. 5594], per request of A. Anon (1.30); serve same to Judge Glenn's chambers (.20)	1.50
11/05/13 AVA	At request of J. Walsh and M. Gallagher, research outcome of Moore class action in connection with upcoming hearing related to whether Kessler Settlement Agreement must specify a judgment credit methodology for non-settling defendants prior to approval (.60); review Plan provisions relevant to judgment credits in connection with work related to conflict party PNC Bank's Limited Objection to the Kessler Settlement Agreement (.20); research settlements involving ResCap Debtors in connection with work related to PNC Bank's Limited Objection to the Kessler Settlement Agreement (1.20); review and finalize correspondence related to delivery of Chambers' Copy of Debtors' Response to PNC Bank's Supplemental Memorandum and coordinate collection of documents related to Debtors' Response in preparation for Fairness Hearing on the Kessler Settlement Agreement (.50); review November 4, 2013 hearing transcript, with special attention to Judge Glenn's comments regarding other outstanding litigation involving Debtors which may result in existence of non-settling defendants, in connection with preparation for Fairness Hearing on the Kessler Settlement Agreement (.90); review Debtors' chart regarding status of objections to Plan in connection	4.30

with preparation for Fairness Hearing on the Kessler Settlement Agreement (.50); conference with J. Walsh and M. Gallagher re: Kessler hearing preparations and response to PNC (.40)

11/05/13 KK	Pull authorities cited to in three submissions in connection with Debtors' motion to approve settlement with Kessler plaintiffs (1.50); organize submissions and authorities into binder for November 19, 2013 Hearing on Kessler Settlement Agreement in reverse chronological order per request of A. Anon (1.50)	3.00
11/06/13 JJW	Conference with A. Anon re: Kessler Settlement hearing and conflict party PNC Bank objection (.30); review analysis of judgment credit language in other Residential Capital proceedings in connection with same (.50)	0.80
11/06/13 MG8	Correspond with A. Anon regarding research on other defendants to disputes being resolved by Debtors and any potential related bar order and judgment credits, as such is pertinent to Kessler Class Settlement to which conflict party PNC Bank has lodged an objection (.20); follow-up correspondence with J. Walsh regarding same (.20); review briefly Plaintiffs' request for reimbursement in connection with Kessler Class Settlement (.20); review briefly Plaintiffs' counsel's fee application in connection with Kessler Settlement (.30)	0.90
11/07/13 AVA	Begin review of Debtors' settlements of ongoing litigation in order to determine whether judgment credit related issues have been addressed consistently in preparation for upcoming Fairness Hearing on Kessler Settlement Agreement (3.10); email correspondence with M. Gallagher re: same (.40); confer with J. Walsh re: Kessler hearing materials (.30)	3.80
11/08/13 MG8	Confer with A. Anon regarding collection of list of non-settling defendants in other litigations involving the Debtors, any related settlements and judgment credit language adopted in the same in connection with Kessler Settlement to which PNC Bank objects (.20)	0.20
11/08/13 AVA	Continue research of Debtors' settlements of ongoing litigation in order to determine whether judgment credit related issues have been addressed consistently in preparation for upcoming Fairness Hearing on Kessler Settlement Agreement (1.70); review proofs of claims of conflict parties Credit Suisse, Deutsche Bank, RBS, UBS, and other entities (.50); research underlying litigation to determine whether judgment credit issue has been addressed in other contexts (1.70); confer with M. Gallagher re: same (.20)	4.10
11/08/13 KK	Run searches in KCC database for litigations involving various big banks in connection with the Kessler settlement approval (1.20); research for other creditors	2.50

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 6

party to the litigations involving various big banks in connection with same (1.30)

11/11/13	AVA	Continue research of Debtors' other litigations in order to determine whether judgment credit related issues have been addressed in other contexts in preparation for Fairness Hearing on Kessler Settlement Agreement (4.20) draft summary of findings related to settlement of ongoing litigation with non-debtor co-defendants in connection with same (1.90)	6.10
11/12/13	MG8	Review request for judicial notice filed by conflict party PNC Bank and attached documents (.60); confer with A. Anon regarding potential response to the same (.30); correspond with M. Biggers of Bryan Cave regarding PNC Bank request for judicial notice and basis for the same (.30)	1.20
11/12/13	AVA	Review and revise materials prepared for Fairness Hearing on Kessler Settlement Agreement, for distribution to J. Walsh and M. Gallagher (.50); review conflict party PNC Bank, N.A.'s Request for Judicial Notice (.90); confer with M. Gallagher regarding potential responses to the PNC Request for Judicial Notice (.30); review Federal Rule of Evidence 201 and commentary of the Judiciary Committee on same in connection with same (.60); review cases cited by PNC Bank in connection with its Request for Judicial Notice (.70); begin research regarding limitations on use of Federal Rule of Evidence 201, in connection with response to PNC Bank, N.A.'s Request for Judicial Notice (3.20); review preliminary approval order approving Kessler Class Settlement Notice and Case Management Order in order to determine whether PNC Bank's Request for Judicial Notice was timely filed, in connection with response to PNC's Request for Judicial Notice (.40)	6.60
11/13/13	JJW	Review authority in support of Final Approval Order for Kessler Settlement, including case law on judgment credits and bar orders, in connection with resolving objection by conflict party PNC (3.50); conference with A. Anon re: same (.40); comment on PNC Bank's motion seeking judicial notice of certain documents in connection with same (.40); conference with M. Biggers of Bryan Cave re: responding to same (.40)	4.70
11/13/13	MG8	Review cases cited by conflict party PNC Bank in its request for judicial notice of excerpts of certain filed documents (.50); correspond with A. Anon regarding same and preparation of Debtors' opposition to PNC Bank's request (.30); research briefly Rule 201 of Evidence in connection with consideration of strategy for potential objection to PNC Bank request for judicial notice (.40); attend to correspondence from M. Biggers of Bryan Cave regarding same (.20)	1.40

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 7

11/13/13	AVA	Coordinate with K. Kim to collect additional materials in connection with the Joint Motion to Approve the Kessler Settlement Agreement, and the related Sinclair Objection and Limited Objection of conflict party PNC Bank (.20); continue research relating to use of Federal Rule of Evidence 201 in connection with PNC Bank, N.A.'s Request for Judicial Notice (2.20); conference with J. Walsh re: same (.40); begin draft opposition to PNC's Request for Judicial Notice for review by J. Walsh and M. Gallagher (5.10)	7.90
11/13/13	KK	Search through all class action litigations involving Deutsche Bank in KCC database and compile a chart of litigations and participating parties per request of A. Anon (2.00); update Kessler Settlement Agreement binders to reflect index made by A. Anon (1.50)	3.50
11/14/13	JJW	Comment on draft opposition to conflict party PNC Bank's motion for judicial notice in connection with its objection to the Kessler Settlement (.70); conference with A. Anon re: revisions and further research on judgment credit issues in connection with same (.30); conference with M. Gallagher re: Final Approval hearing issues re: same (.20)	1.20
11/14/13	MG8	Review and revise draft opposition to PNC Bank request for judicial notice of redacted documents in connection with Kessler settlement (.30); follow-up correspondence with A. Anon and J. Walsh regarding open issues for the same (.30); confer with J. Walsh regarding approval hearing for Kessler settlement (.30); attend to correspondence with A. Anon regarding minor revisions to Debtors' Opposition to PNC Bank request for judicial notice (.20); correspond with J. Walsh and S. Schindler-Williams, counsel to PNC Bank, regarding scheduling for hearing on motion to approve Kessler Settlement and potential resolution to PNC Bank objection to the same (.30); correspondence with M. Biggers of Bryan Cave regarding Opposition to PNC Bank request for Judicial Notice and scheduling of hearing in connection with confirmation (.20); correspondence with E. Frejke of Kramer Levin, F. Walters and D. Flanigan, counsel to the Kessler Class Plaintiffs, J. Wishnew and N. Rosenbaum of Morrison & Foerster, and M. Biggers of Bryan Cave regarding Opposition to PNC Request for Judicial Notice and pushing hearing on settlements to the end of confirmation (.30); correspondence with J. Walsh and A. Anon regarding getting comments from other constituents finalizing Opposition to PNC Bank's request for judicial notice (.20)	2.10
11/14/13	AVA	Revise opposition to conflict party PNC Bank, N.A.'s Request for Judicial Notice to reflect comments of J. Walsh (.90); review and revise Opposition to PNC	5.10

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 8

Bank, N.A.'s Request for Judicial Notice to reflect comments of M. Gallagher (.50); confer with J. Walsh re: same (.30); review draft Opposition to PNC's Request for Judicial Notice for accuracy of case citations and citations to pleadings (.90); send to J. Walsh and M. Gallagher for distribution to co-counsel (.10); continue work on chart summarizing outcome of litigation involving debtors and other non-debtor co-defendants to confirm that there is no other relevant precedent governing the judgment reduction question in connection with PNC's Limited Objection to approval of the Kessler Settlement Agreement (2.40)

11/15/13 SJR	Attend to matters regarding response to conflict party PNC Bank in connection with PNC's objections to Kessler Class settlement (.60); internal correspondence with M. Gallagher regarding efforts to resolve PNC Bank's objection (1.10); attend to opposition to PNC Bank's request for judicial notice and response to the same (.60)	2.30
11/15/13 JJW	Conference with M. Biggers of Bryan Cave and M. Gallagher re: draft opposition to conflict party PNC Bank's motion for judicial notice in connection with its objection to the Kessler Settlement (.30); review and finalize opposition to same (.50); correspond with M. Gallagher re: opposition and Final Approval hearing issues (.30)	1.10
11/15/13 MG8	Attend to correspondence from D. Flanigan, counsel to Kessler Plaintiffs, regarding procedure for filing opposition to PNC Bank request for judicial notice (.20); review and comment on near final draft of Opposition to PNC Bank request for Judicial Notice in Kessler Class settlement hearing and follow-up correspondence with A. Anon regarding same (.50); telephone conference with M. Biggers of Bryan Cave and J. Walsh regarding timing of hearing on Kessler Settlement and issues related to PNC Bank objection (.30); attend to correspondence with E. Frejka and D. Mannal, counsel to Committee regarding draft of Debtors' Opposition to PNC Bank request for Judicial Notice in Kessler Class settlement hearing (.40); correspond with D. Flanigan and F. Walter, counsel to Plaintiffs, regarding the same (.30); telephone conference with J. Wishnew of Morrison & Foerster regarding same (.20); correspond with N. Rosenbaum of Morrison & Foerster regarding comment to draft of Debtors' opposition and follow-up correspondence with J. Walsh regarding same (.30); revise Opposition to PNC's request for judicial notice per N. Rosenbaum request (.30); finalize Opposition and arrange for filing by F. Guenther and B. Kotliar (.30); review agenda for hearing on motion to approve Kessler Settlement (.20); telephone conference with N. Rosenbaum regarding items missing from agenda (.30); review docket for missing agenda items and	3.70

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 9

follow-up with N. Rosenbaum and L. Guido re: same (.30);
correspond with A. Anon to follow-up on missing agenda
items (.10)

11/15/13 BMK	Supervise filing of Debtors' opposition to conflict party PNC Bank's request for judicial notice in connection with the final hearing on the Kessler settlement and coordinate service of same with KCC (.50)	0.50
11/15/13 FRG	Assist B. Kotliar and A. Anon in filing Debtors' Opposition to conflict party PNC's Request for Judicial Notice (.40)	0.40
11/15/13 AVA	Revise opposition to conflict party PNC Bank's request for judicial notice in accordance with comments of M. Gallagher and J. Walsh (1.90); complete summary of litigation pending involving Debtors and non-settling non-debtor defendants, in connection with preparation for hearing for approval of Kessler Settlement Agreement (2.90); review opposition to request for judicial notice to confirm accuracy of citations to caselaw (.90); correspond with C. Cu of KCC regarding service of Opposition in connection with PNC's Request for Judicial Notice (.10)	5.80
11/16/13 MG8	Correspondence with A. Anon regarding missing documents from hearing agenda for Kessler Settlement, to which PNC Bank has filed a limited objection (.20)	0.20
11/16/13 AVA	Review hearing agenda to be filed in connection with November 19 hearing before Judge Glenn with special attention to entries relating to Joint Motion for Approval of Kessler Settlement Agreement (.50); correspond with L. Guido and N. Rosenbaum of Morrison & Foerster regarding additions to agenda (.20)	0.70
11/17/13 MG8	Attend to correspondence from L. Guido of Morrison & Foerster regarding items omitted from Agenda for Kessler Settlement, and related follow-up correspondence with N. Rosenbaum of Morrison & Foerster and A. Anon regarding same (.40)	0.40
11/18/13 JJW	Review and comment on conflict party PNC Bank's amended motion for judicial notice re: Kessler Settlement (.20); correspond with M. Gallagher and J. Wishnew of Morrison & Foerster re: same (.30); conference with F. Walters of Walters Bender re: PNC Bank motion for judicial notice (.20)	0.70
11/18/13 MG8	Review PNC Bank amended request for judicial notice (.40); attend to correspondence with D. Flanigan and M. Biggers regarding the same (.30); correspondence with A. Anon and J. Walsh regarding preparing opposition to amended request for judicial notice (.20); review and revise draft of the same (.20); attend to correspondence with E. Frejka of Kramer Levin, J.	1.90

Wishnew and N. Rosenbaum of Morrison & Foerster, as well as M. Biggers of Bryan Cave regarding the same and determination not to file (.30); follow-up correspondence with J. Walsh regarding same (.10); review summary prepared by A. Anon setting forth other litigations involving Debtors and applicable judgement reduction provisions (.40)

11/18/13 FRG	Prepare Chambers copies of Opposition to conflict party PNC Bank Request for Judicial Notice and attend to service of same (.50)	0.50
11/18/13 AVA	Draft opposition to amended request for judicial notice of conflict party PNC Bank, N.A. for review by J. Walsh and M. Gallagher (.80); revise draft stipulation proposal to PNC Bank, N.A. in connection with PNC's limited objection to approval of the Kessler Settlement Agreement (.30); coordinate reorganization and additional documents to Fairness Hearing materials in preparation for November 19 hearing (.50)	1.60
11/18/13 KK	Update Kessler Agreement binders per request of A. Anon (2.00)	2.00
11/19/13 JJW	Correspondence with M. Gallagher and A. Anon re: response to objection by conflict party PNC Bank to Kessler Settlement (.40); conference with J. Wishnew of Morrison & Foerster re: same (.20); conference with M. Biggers of Bryan Cave re: hearing dates and proposed response to PNC Bank's objection re: same (.30); conference with counsel for PNC Bank re: hearing dates and potential resolution of PNC Bank objection in advance of the hearing on the Kessler Settlement (.40)	1.30
11/19/13 MG8	Correspondence with J. Walsh regarding potential proposal for alternative language for proposed final order for judgment reduction in connection with efforts to resolve consensually PNC Bank objection to Kessler Settlement (.20); attend to correspondence with M. Biggers regarding discovery dispute with PNC Bank in MDL litigation pending in Pittsburgh and timing for hearing on Kessler Settlement (.20); attend to correspondence with S. Schindler-Williams regarding PNC Bank attendance at confirmation hearing (.10)	0.50
11/19/13 AVA	Draft email in response to query by D. Flanigan regarding judgment credit provisions applicable in other Residential Capital settlements for impact on Kessler settlement (.60)	0.60
11/20/13 MG8	Attend to correspondence with S. Schindler-Williams, counsel to PNC Bank, regarding timing of hearing on motion to approve Kessler Settlement (.10)	0.10
11/21/13 JJW	Conference with J. Wishnew and N. Rosenbaum of Morrison & Foerster, E. Frejka of Kramer Levin, M.	1.20

Biggers of Bryan Cave and M. Gallagher re: preparation for Kessler settlement Hearing (.80); conference with M. Gallagher re: objection of conflict party PNC Bank regarding scheduling of hearing and response thereto in connection with same (.40)

11/21/13 MG8	Telephone conference with N. Rosenbaum regarding conflict party PNC Bank request to have hearing either Monday from 9-10 or Tuesday (.20); participate in call with N. Rosenbaum of Morrison & Foerster, M. Biggers of Bryan Cave, and E. Frejke of Kramer Levin, as well as J. Walsh to review strategy for hearing on Kessler Settlement (.80); correspond with M. Biggers regarding S. Tilghman, Kessler Class Noticing agent, participation in settlement hearing by telephone and arrange Courtcall with respect to same (.30); review M. Biggers' comments to potential offer to PNC Bank (.30); attend to correspondence with M. Sharkey of Perkins' Coie with respect to the same and related follow-up correspondence with J. Walsh (.10)	1.70
11/22/13 JJW	Conference with F. Walters of Walters Bender, D. Flanigan of Polsinelli (both counsel to Kessler plaintiffs), J. Wishnew and N. Rosenbaum of Morrison & Foerster, E. Frejka of Kramer Levin, M. Biggers of Bryan Cave and M. Gallagher re: preparation for final approval hearing on the Kessler Settlement in light of objection by conflict party PNC (.70); conference with counsel for PNC Bank re: scheduling of Kessler hearing re: same (.40); review submission of PNC Bank re: scheduling of Kessler hearing (.20)	1.30
11/22/13 MG8	Attend to several communications with Ballard Spahr, counsel to conflict party PNC Bank, regarding scheduling of Kessler Settlement hearing (.40); participate in call with N. Rosenbaum and J. Wishnew of Morrison & Foerster, J. Walsh of Curtis, D. Flanigan and Fred Walters, counsel to Kessler Plaintiffs, and M. Biggers regarding upcoming hearing on Kessler Settlement approval and scheduling issues with PNC Bank (.70); several follow up correspondence with J. Walsh, N. Rosenbaum, D. Flanigan and S. Shindler-Williams, counsel to PNC Bank, regarding scheduling of Kessler Settlement hearing (.30); confirm proof of service on Debtors' Reply in support of Kessler Settlement on Sinclair objectors (.20); correspondence with A. Anon regarding preparation for hearing on Kessler Settlement (.20); correspondence with M. Biggers regarding attendance of Noticing agent by telephone at hearing on Kessler Settlement and related follow-up with S. Tilghman, the noticing agent (.20)	2.00
11/22/13 AVA	At request of M. Gallagher, prepare additional materials in preparation for Kessler Settlement Agreement Fairness Hearing (.50)	0.50

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 12

11/25/13	MG8	Attend to preparations for hearing on Final Approval of Kessler Settlement, including review and comment on proposed Final Order circulated by F. Walters, counsel to Plaintiffs (.70); conference with J. Walsh re: same (.50); attend to numerous communications with E. Frejke of Kramer Levin, J. Wishnew of Morrison & Foerster, M. Biggers of Bryan Cave, and D. Skeens, counsel to Plaintiffs, regarding additional comments to proposed Final Order and strategy for hearing on November 26 for Final Approval of Kessler Settlement (.70)	1.90
11/26/13	SJR	Follow-up correspondence with M. Gallagher and J. Walsh regarding matters related to efforts to resolve PNC's objection to Kessler settlement where Curtis was called to act because of conflict issue with PNC Bank (1.10)	1.10
11/26/13	JJW	Preparations for hearing on Final Approval of Kessler Settlement (.50); conference with M. Gallagher re: same (.50); prepare for Kessler Settlement final approval hearing, including review of conflict party PNC Bank objection and related documents (1.80); attend pre-hearing meeting with N. Rosenbaum and J. Wishnew of Morrison & Foerster, as well as M. Gallagher and counsel to Kessler Class (.40); participate in hearing on Kessler Settlement, including break to address final language for order on judgment credit being reserved for trial court (.80)	4.00
11/26/13	MG8	Review files for Kessler Settlement and Prepare for hearing on Kessler Settlement as PNC Bank, a conflict party, objected to portion of settlement (1.20); review and comment on further updated draft proposed final order circulated by D. Skeens, counsel to Kessler Class, as well as numerous additional comments from J. Wishnew and E Frejke regarding same (.50); attend pre-hearing meeting with N. Rosenbaum, J. Wishnew, J. Walsh and counsel to Kessler Class (.40); confer with V. Marriott, counsel to PNC Bank, regarding proposed final order for Kessler Class Settlement (.20); participate in hearing on Kessler Settlement, including break to address final language for order on judgment credit being reserved for trial court (.80); review final proposed order circulated by J. Wishnew, which incorporates language read into record at hearing for Final Approval of Kessler Settlement (.20)	3.30
11/27/13	MG8	Email J. Wishnew of Morrison & Foerster comments re: proposed Final Order approving Kessler settlement (.20); correspondence with V. Marriott, counsel to conflict party PNC, J. Walsh, and J. Wishnew regarding further comments and finalization of proposed Final Order Approving Kessler Settlement (.30); review entered Final Order Approving Kessler Settlement (.10)	0.60

February 19, 2014
Inv # 1600819
Our Ref # 062108-000400

Page 13

11/27/13 DAB Circulate to M. Gallagher order approving Kessler
Settlement over objection of conflict party PNC (.10) 0.10

TOTAL HOURS 134.80

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.40	830	2,822.00
Jonathan J. Walsh	Partner	18.80	740	13,912.00
Maryann Gallagher	Counsel	35.80	625	22,375.00
Daniel A. Bloom	Associate	0.10	480	48.00
Bryan M. Kotliar	Associate	0.50	305	152.50
Ada Victoria Anon	Associate	62.20	300	18,660.00
Franklin R. Guenther	Legal Assistant	0.90	235	211.50
Noah Gardy	Legal Assistant	2.10	235	493.50
Kristine Kim	Legal Assistant	11.00	210	2,310.00
		134.80		\$60,984.50

TOTAL SERVICES \$60,984.50

Summary of Expenses

Courier Expense	28.95
Pacer - ECF	176.40

TOTAL EXPENSES \$205.35

TOTAL THIS INVOICE

\$61,189.85

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

February 19, 2014

Inv. # 1598259
 Our Ref. 062108-000410
 SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

11/01/13 TF1	Review emails on preparing question and answer summary sheets for preparation of closing argument in Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.30)	0.30
11/01/13 MJM	Discussions with E. Tobin re: project to prepare questions and answers for Wednesday's post-trial oral argument in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson kempner are conflict parties (.50)	0.50
11/01/13 EC	Draft memorandum of likely points to be discussed in closing arguments including by predicting questions to be asked by Judge Glenn in connection with Phase I trial of the JSN Adversary Proceeding where defendants Wells Fargo and noteholders UBS, Davidson Kemner, and Silver Point are conflict parties (4.80); review Defendants' and Plaintiffs' post-trial brief with particular focus on section relating to goodwill valuation (.80); review all cases cited with respect to valuation of goodwill and arguments advanced in brief that goodwill is after-acquired property in both Plaintiffs' and Defendants' brief (2.60); prepare summary of cases cited in JSN brief for use by Plaintiffs' counsel in closing argument of Phase I trial (1.80); attend portion of meeting with E. Tobin and J. Weber to discuss assignment re: preparing script summaries and projected question to assist in preparation for closing arguments of Phase I trial (.80)	10.80
11/01/13 MPJ	In connection with Curtis' representation as conflicts counsel in the Phase I trial regarding the extent and value of the Junior Secured Noteholders' liens, as Loomis, UBS, and Wells Fargo are conflict parties, revise and finalize glossary for inclusion in post-trial briefings (2.10)	2.10
11/01/13 BMK	Email correspondence with S. Reisman, T. Foudy, M. Moscato, E. Tobin, and J. Berman re: Plaintiffs', Defendants', and conflict party Wells Fargo's proposed	0.60

February 19, 2014
Inv # 1598259
Our Ref # 062108-000410

Page 2

findings of fact and post-trial briefs submitted in the Phase I trial on the JSN Adversary Proceeding where noteholders David Kempner, Silverpoint, UBS, and Loomis are conflict parties (.30); email correspondence with E. Tobin in connection with same and re: preparing materials for closing arguments of Phase I Trial (.30)

11/01/13 JTW	Revise draft glossary of defined terms in Plaintiffs' proposed findings of fact in connection with the Phase I trial in the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.90); review Plaintiffs' and Defendants' post-trial briefs with focus on the parties' contentions and proposed findings of facts re: JSNs' lien on general intangibles and goodwill (1.80); confer with E. Combs and E. Tobin re: drafting of script for closing arguments for J. Levitt of Morrison & Foerster re: same (.80); correspond with M. Moscato, as to issues related to possible value of liens on Refi-Opportunities when such lien does not extend to the MSRs' books and records (.40) review relevant release covering certain general intangibles to identify specific language as to the extent of the releases (1.20); compose initial draft of script for closing arguments re: same for J. Levitt of Morrison & Foerster to incorporate factual citations and supporting legal authority (2.70)	7.80
11/01/13 ET	Confer with R. Abdelhamid of Morrison & Foerster re: strategic issues in preparation for closing arguments in Phase 1 of the JSN Adversary Proceeding in light of conflict parties Wells Fargo and certain members of Ad Hoc Group, Davidson Kempner, Silver Point, and UBS (.50); analyze the JSNs' post-trial findings of fact and brief focusing on sections relating to asserted lien on general intangibles and goodwill related to the assets sold under the Ocwen APA (2.40); attend meeting with J. Levitt, T. Goren, R. Abdelhamid, S. Martin, A. Ruiz and M. McPherson of Morrison & Foerster re: preparation for closing arguments in Phase 1 of the JSN Adversary Proceeding (2.50); confer with E. Combs and J. Weber re: compilation of memorandum of potential questions and answers in preparation for closing arguments in the Phase I trial related to the JSNs' lien on goodwill and general intangibles (.80); review relevant documents and trial testimony in connection with drafting Q/A for closing arguments in the Phase I trial related to the JSNs' lien on goodwill/general intangibles through assets sold under the Ocwen APA (1.40); draft questions and answers in connection with same highlighting key arguments for goodwill issue (3.20); analyze cases cited in connection with same for same (1.20); provide to M. Moscato for review (.40)	12.40
11/01/13 ABH	Print and circulate dossiers of Findings of Fact and	2.00

February 19, 2014
Inv # 1598259
Our Ref # 062108-000410

Page 3

post-hearing briefs from Defendants and Plaintiffs, as per
E. Tobin (2.00)

11/02/13	SJR	Attend to matters regarding JSN adversary proceeding and matters where Curtis is acting on behalf of debtors with respect to conflict parties Wells Fargo, Davidson Kempner, Silverpoint, and UBS such as good will issues for post-trial briefing (.50); review proposed findings of fact and conclusions of law in connection with factual basis to support legal contentions of same (.90)	1.40
11/02/13	TF1	Review JSNs' proposed findings of fact and conclusions of law in connection with Phase I of the JSN Adversary Proceeding as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.50)	1.50
11/02/13	MJM	Review draft question and answer memoranda circulated by E. Tobin, E. Combs, and J. Weber for use in post-trial oral argument in Phase I of the JSN Adversary Proceeding as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.30); teleconference with E. Tobin, E. Combs, and J. Weber re: status of draft question and answer memoranda (.80); review JSNs' post-trial brief in connection with issues addressed in question and answer memoranda (1.20); discussion with J. Weber re: his portion of draft of question and answer memorandum (.10); discussion with E. Combs (joined by B. Kotliar) re: question and answer memorandum (.50); review and sign off on revised question and answer memorandum (.90)	4.80
11/02/13	EC	Attend teleconference with J. Weber, M. Moscato, and E. Tobin to discuss script of questions relating to goodwill and intangible asset arguments for closing arguments in the Phase I trial in the JSN Adversary Proceeding where defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.80); attend teleconference with M. Moscato and B. Kotliar (for a portion) re: argument under Section 552 of the Bankruptcy Code that value created in a business postpetition can be treated as after-acquired property (.50); prepare memorandum with expected questions relating to goodwill in preparation for closing arguments (2.20); prepare outline of answers to same in connection with same (1.40) prepare memorandum summarizing applicability of cases cited in Plaintiffs' and Defendants' brief to cases and distinguishing Defendants' authority where necessary and review of cited cases (5.40)	10.30
11/02/13	BMK	Email correspondence with E. Tobin and E. Combs re: assisting with outline script for closing arguments on the phase I trial of the JSN Adversary Proceeding	2.80

February 19, 2014
Inv # 1598259
Our Ref # 062108-000410

Page 4

where Wells Fargo and noteholders David Kempner, UBS Loomis, and Silverpoint are conflict parties (.30); attend portion of conference with M. Moscato and E. Combs re: same and re: goodwill arguments (.10); review EDC, nVidia, and Hobbick cases and summarize for closing argument outline with specific attention to manner in which cases used in post-trial brief and major points regarding valuation (2.10); review and revise portion of closing argument memoranda prepared by J. Weber (.30)

11/02/13 JTW	Participate in telephonic conference with M. Moscato, E. Tobin and E. Combs re: substantive revisions to closing argument scripts drafted to assist J. Levitt of Morrison & Foerster's closing argument on the Phase I trial regarding the extent and value of the Junior Secured Noteholders' liens, as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); revise script re: same to clarify issues related to the extent of the JSNs' lien on general intangibles re: Refi-Opportunities related to the PLS MSRs (3.10); correspond with M. Moscato and E. Tobin throughout the day re: same to clarify particular aspects of the discussion of the releases with respect to same (.40)	4.30
11/02/13 ET	Email correspondence with M. Moscato and R. Abdelhamid of Morrison & Foerster re: strategic issues in preparation for closing arguments in the Phase I trial of the JSN Adversary Proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, Davidson Kempner, Silver Point, and UBS (.50); review and analyze cases cited in Plaintiffs' Phase I post-trial brief re: JSNs' lien on general intangibles including goodwill (.50); conference call with M. Moscato, E. Combs and J. Weber re: draft questions and answers in preparation for closing arguments in the Phase I trial related to the JSNs' lien on general intangibles including goodwill, assets sold under the Ocwen APA, rebutting the JSNs' experts' trial testimony, and arguments that goodwill is after-acquired property (.80); follow-up email correspondence with E. Combs and J. Weber re: same (.30); continue to review relevant documents, trial testimony, and the parties' findings of fact and post-trial briefs in order to prepare memorandum re: potential questions and answers to be addressed in closing arguments scheduled in the Phase 1 re: purchase price allocation under the Ocwen APA and the JSNs' lien on the proceeds of the Ocwen Sale (.80); continue drafting memorandum re: same in connection with same (2.10); review and revise same in connection with same (1.10); confer with M. Moscato, E. Combs and J. Weber re: memorandum re: same (.30); provide updated memorandum to J. Levitt and T. Goren of Morrison & Foerster (.90); confer with R. Abdelhamid (via telephone and email) re: strategic issues in preparation	8.00

for closing arguments in Phase I of the JSN adversary proceeding (.40); correspond with B. Kotliar and E. Combs re: analysis of cases cited in Plaintiffs' Phase I post-hearing brief re: goodwill and general intangibles (.30)

11/03/13 SJR	Review post-trial Memorandum of Law of Ad Hoc Group of Junior Secured Noteholders, which includes conflict parties Davidson Kempner, Silverpoint, and UBS with respect to ongoing trial and allowance of post-petition interest (3.10); review of proposed findings of fact of JSNs with respect to trial on post-petition interest, extent of security and other issues in advance of closing arguments on Phase I trial (2.80)	5.90
11/03/13 TF1	Emails with M. Moscato and E. Tobin regarding status of fact-checking JSNs' proposed findings of fact and Q&A on goodwill and releases in preparation for closing arguments in Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.50)	0.50
11/03/13 MJM	Review Defendants' proposed Phase I Findings of Fact in preparation for "fact checking" assignment in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.50)	1.50
11/03/13 EC	Prepare case summaries for authority cited in Defendants' post-trial brief in connection with Phase I of the JSN Adversary Proceeding as Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); review and revise same in connection with same (1.20)	3.30
11/03/13 ET	Review multiple drafts of comments and edits by J. Levitt and T. Goren of Morrison & Foerster to the draft script and slides for closing arguments in the Phase I trial to the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders Davidson Kempner, Silver Point and UBS are conflict parties (.70); revise memorandum re: potential questions and answers in preparation for closing arguments scheduled for November 6, 2013 (1.40); provide same to M. Moscato and T. Foudy and J. Levitt, T. Goren, S. Martin, R. Abdelhamid and A. Ruiz of Morrison & Foerster (.30); email correspondence with M. Moscato, E. Combs, J. Weber and B. Kotliar re: same (.40); email correspondence with R. Abdelhamid re: same (.20); email correspondence with C. Siegel of Kramer Levin re: Plaintiffs' trial exhibits in Phase I of the JSN Adversary Proceeding (.10)	3.10
11/04/13 SJR	Correspondence with T. Foudy and M. Moscato re: issues regarding JSNs proposed findings of fact and conclusions of law to address issues of Defendants which are conflict parties Wells Fargo, Davidson	2.00

Kempner, Silverpoint and UBS (1.20); review and comment on Defendants' proposed findings of fact in connection with Phase I trial in advance of closing arguments (.80)

11/04/13 TF1	Meet with M. Moscato, E. Tobin, E. Combs, J. Weber, and B. Kotliar to discuss fact-checking JSNs' proposed findings of fact submitted in connection with Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.40); finish review of JSNs' filed proposed findings of fact in connection with same (1.30); emails with M. Moscato and E. Tobin on fact-checking project and draft Q&As for closing argument (.50)	2.20
11/04/13 MJM	Exchange emails with J. Levitt and T. Goren of Morrison & Foerster re: HARP/Refi issues to be addressed at closing arguments in the Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); discussion with C. Siegel of Kramer Levin re: fact-checking of Defendants' Findings of Fact in connection with Phase I post-trial briefing and closing arguments (.20); meet with T. Foudy, E. Tobin, E. Combs, B. Kotliar, and J. Weber re: project tasks re: same (.40); review sections of Defendants' Proposed Findings of Fact assigned to Curtis for fact-checking for potential issues (2.40); discussion with E. Combs re: fact-checking assignment (.30); discussion with B. Kotliar and E. Combs re: fact-checking assignment (.30); review draft closing statement and associated slides prepared for J. Levitt of Morrison & Foerster in connection with fact checking project (.70); discussion with E. Tobin re: summary of cases in Defendants' Post-Trial Brief to be addressed at closing arguments (.30); review J. Weber summary of burden of proof cases re: release issue (.30); discussion with J. Weber re: burden of proof memo and open issues remaining before closing arguments re: same (.10)	5.50
11/04/13 EC	Meet with M. Moscato, T. Foudy, E. Tobin, B. Kotliar, and J. Weber to discuss fact check of Defendants' post-trial brief relating to burdens of proof in preparation for closing arguments on the JSN Adversary Proceeding as Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); meet with M. Moscato to discuss significant factual inaccuracies in Defendants' brief in connection with same (.30); review sources cited within Defendants' brief to identify factual inaccuracies and misrepresentations by the Defendants in connection with same (3.90); draft memorandum describing factual errors and misrepresentations in portion of Defendants' Findings of Fact (2.60); review materials cited in Defendants' Findings of Fact and	8.40

Plaintiffs' brief to formulate proposed responses to inaccurate/misleading arguments in Defendants' brief and Findings of Fact (.90); meet with B. Kotliar and M. Moscato to discuss fact check of Defendants' brief (.30)

11/04/13 BMK	Conference with M. Moscato, T. Foudy, E. Tobin, E. Combs, and J. Weber re: additional tasks in preparing for closing arguments in the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders David Kempner, Silverpoint, Loomis and UBS are conflict parties, including fact and cite checking Defendants' proposed findings of fact and certain research related to burden of proof (.40); review Defendants' findings of fact pages 94-106 and 124-142 for accuracy of citations and review underlying documents to ensure purported findings of fact reflect actual testimony and evidence (4.10); correspondence with M. Moscato and E. Combs re: same (.30); draft memorandum for circulation to Debtors' and Committee's counsel for use in closing argument summarizing findings with respect to same (1.20); conference with M. Moscato and E. Combs re: same (.30); review and revise draft of same in preparation for circulation (.80); attend to email correspondence with Debtors' and Committee's counsel re: same (.20)	7.30
11/04/13 JTW	Attend internal meeting with T. Foudy, M. Moscato, E. Tobin, E. Combs and B. Kotliar re: division of labor re: checking the validity of the factual contentions found in the Defendants' post-trial proposed findings of fact and additional research re: burden of proof as to claims for diminution in value of the JSNs collateral in connection with the post-trial briefing in Phase I trial regarding the extent and value of the Junior Secured Noteholders' liens, as UBS, Davidson Kempner, Silver Point, and Wells Fargo are conflict parties (.40); conduct research into burden of proof issues in connection with the evidence produced at trial (2.70); correspond with M. Moscato re: same and re: specific judicial authority most supportive of the Plaintiffs' position re: burden of proof issues related to diminution and the releases (.90); draft addendum to closing argument script to assist J. Levitt of Morrison & Foerster in closing arguments to address case law cited by the JSNs as to which party bears the burden of proof (2.10); revise outline summarizing burden of proof case law to distinguish cases cited by the Defendants as to the releases per E. Tobin's comments (.80); correspond with E. Combs re: assisting in review of the Defendants' proposed findings of fact to identify possible factual and legal discrepancies in Defendants' post-trial briefing (.20); conduct review of Defendants' proposed findings of facts re: same (1.10); provide E. Combs with summary of inaccuracies in the Defendants' findings of fact (.60)	8.80

February 19, 2014
Inv # 1598259
Our Ref # 062108-000410

Page 8

11/04/13	NG2	Compile various materials in connection with JSN Adversary Proceeding Post-Trial Submissions, per request of B. Kotliar, as UBS, Davidson Kempner, Silver Point, and Wells Fargo are conflict parties (1.10)	1.10
11/04/13	ET	Meet with M. Moscato, T. Foudy, J. Weber, B. Kotliar and E. Combs re: preparation for closing arguments in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (.40); review and analyze cases cited in Plaintiffs' Phase 1 Post-Trial Brief re: the JSNs' lien on general intangibles and goodwill associated with the assets sold under the Ocwen APA and draft summaries in preparation for oral argument, and provide to J. Levitt and T. Goren of Morrison & Foerster (5.30); review and analyze cases cited in the JSNs' Phase 1 Post-Trial Brief re: burden-of-proof with respect to lien releases, draft and revise summaries of the cases, and provide to J. Levitt, T. Goren, R. Abdelhamid, S. Martin, A. Ruiz and M. McPherson of Morrison & Foerster and C. Siegel and D. Blabey of Kramer Levin (4.50); correspond with M. Moscato and J. Weber re: the same (.40); confer (via telephone and email) with R. Abdelhamid and A. Ruiz of Morrison & Foerster re: tasks in preparation for closing arguments in Phase 1 of the JSN adversary proceeding (.40); email correspondence with C. Siegel and B. Kotliar re: preparation of portion of closing arguments related to the testimony of the JSNs' expert M. Levine of Houlihan Lokey (.20)	11.20
11/05/13	TF1	Review JSNs' post-trial brief in preparation for closing arguments in Phase I of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.80); review letter from JSNs' counsel regarding filing of "corrected" brief and proposed findings of fact in connection with same (.10)	1.90
11/05/13	MJM	Revise B. Kotliar draft outline of Jeffrey Levine testimony for use by Creditors' Committee at post-trial oral argument in the Phase I of the JSN Adversary Proceeding as Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.40); revise executive summary re: same (.70); revise question and answer scripts re: same (.40); review Committee's draft oral argument slides for issues handled by Curtis at the Phase I trial (.20)	1.70
11/05/13	EC	Review and revise Q/A outline on goodwill issues in preparation for Phase I closing arguments as Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); prepare executive summary of Q/A relating to allocation of goodwill including issues relating to section	12.90

February 19, 2014
Inv # 1598259
Our Ref # 062108-000410

Page 9

552(a) of the Bankruptcy Code on after-acquired property (3.10); prepare executive summary outline of arguments relating to burdens of proof issues re: security interests in Debtors' assets (1.80); correspond with M. Moscato re: revisions of executive summaries in connection with same (.30); research re: applicable precedent re: apportionment of proceeds of tangible assets to intangible asset liens (1.40); draft summary of research findings re: same (1.00) draft short summaries of cases cited on goodwill and burdens of proof in Plaintiffs and Defendants' post-trial briefs (1.30); review basis for distinguishing cases cited in opposition to Plaintiffs' position on goodwill in order to prepare additional arguments with respect to MSRs pledged to Citi MSR facility (1.80); review cases cited in Defendants' brief on issue of cash collateral order interpretation (.50); draft case summaries distinguishing authority set forth in same in connection with same (.40); correspond with D. Bloom to discuss responsibilities of Wells Fargo, a conflict party, in third priority pledge agreement and potential argument Wells acted as agent of Ally, at least with respect to first priority releases (.20); prepare executive summary outline re: sale of legacy assets to Berkshire Hathaway and portion of Asset Purchase Agreement allocation section for closing arguments preparation (.40); confer with R. Abdelhamid of Morrison & Foerster to discuss edits to case summaries for oral argument preparations (.30)

11/05/13 BMK	<p>Prepare for call with C. Siegel of Kramer Levin and E. Tobin re: Levine materials for closing argument in the Phase I trial on the JSN Adversary Proceeding where Wells Fargo and noteholders David Kempner, Silverpoint, UBS, and Loomis are conflict parties, including review of Plaintiffs' findings of fact and post-trial brief for contentions re: Levine testimony and evidence (.70); attend call with C Siegel and E. Tobin re: same discussing draft outline (.30) begin draft outline of important bullet points for closing argument in connection with Levine testimony (2.10); email correspondence with E. Tobin re: same and highlighting open issues to prepare for circulation to C. Siegel at the Committee (.20); email correspondence with M. Moscato re: same and review and revise same in light of comments/edits (.50); email correspondence with C. Siegel and N. Hamerman of Kramer Levin re: same and explaining important Levine points for closing script (.30); revise same in light of comments by N. Hamerman of Kramer Levin (.60); follow-up email correspondence with same re: same (.20)</p>	4.90
11/05/13 JTW	<p>Update closing argument outline drafted for J. Levitt of Morrison & Foerster to include the comments of T. Goren of Morrison & Foerster as to the alleged liens on the PLS MRS Refi Opportunities and valuations</p>	6.70

provided by J. Taylor, the JSNs' expert that valued intangibles associated with the Debtors' asset sales to Ocwen and Walter in connection with Curtis' representation as conflicts counsel in the Phase I trial regarding the extent and value of the Junior Secured Noteholders' liens, as UBS, Davidson Kempner, and Wells Fargo are conflict parties (2.10); review correspondence with E. Tobin re: same (.20); correspond with E. Combs re: providing J. Levitt with condensed summaries of authority cited by the JSNs with respect to the burden of proof analysis (.10); draft summaries re: same (1.90); assist E. Combs in preparation of executive summary of outline in connection with closing arguments (.60); correspond with R. Abdelhamid of Morrison & Foerster re: case briefs and distinguishing facts the Debtors can point to assist the court in finding that the judicial authority cited by the JSNs should hold little, if any weight (.80); correspond with E. Tobin re: the significance of the Refi-Opportunities as an asset that cannot be separated from the underlying MSR (.60); revise citations in closing argument presentation to trial transcript excerpts (.40)

11/05/13 DAB	Analyze Phase I corrected findings of fact for impact on fee dispute issues in connection with upcoming plan confirmation and the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (1.50)	1.50
11/05/13 NG2	Arrange CourtCall in connection with Residential Capital hearing on November 6, 2013 at 9:30 AM, per request of D. Bloom (.40)	0.40
11/05/13 ET	Telephone call with B. Kotliar and C. Siegel of Kramer Levin re: preparation of arguments rebutting trial testimony of the JSNs' expert J. Levine of Houlihan Lokey in connection with closing arguments in Phase I of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); confer with R. Abdelhamid of Morrison & Foerster (via telephone and email) re: strategic issues in preparation for closing arguments in Phase 1 of the JSN adversary proceeding, in light of involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group (.50); review updated script and slides for closing arguments in the Phase 1 trial (.70); revise memorandum re: potential questions and answers drafted by E. Combs and J. Weber (2.40); correspond with M. Moscato and J. Levitt and T. Goren of Morrison & Foerster re: same (.60); revise executive summary of potential questions and answers for J. Levitt of Morrison & Foerster re: allocation of goodwill and general intangibles sold under the Ocwen APA (.80); revise executive summary of same re: allocation of	11.90

assets sold under the Berkshire APA (.90); revise executive summary of same re: goodwill as after-acquired property under Section 552(a) of the Bankruptcy Code (1.50); analyze case law cited by the JSNs re: whether goodwill can be sold as a separate asset in connection with same (1.90); draft summary of cases analyzed re: same (1.70); provide to J. Levitt of Morrison & Foerster (.10); extensive follow-up correspondence with M. Moscato, E. Combs and J. Weber and J. Levitt and T. Goren of Morrison & Foerster re: same (.50)

11/06/13 SJR	Attention to issues regarding closing arguments in connection with Phase I of trial against JSNs and review of issues where Curtis may be called upon to act as Defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (2.40); email correspondence with T. Foudy and M. Moscato regarding litigation strategy in connection with same (.80)	3.20
11/06/13 TF1	Attend closing arguments on Phase I trial where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties and confer with co-plaintiffs' counsel, G. Horowitz of Kramer Levin and J. Levitt of Morrison & Foerster, on breaks (6.50); prepare for closing arguments by reviewing case summaries (.70); prepare for same by reviewing question and answer memoranda re: same (.60)	7.80
11/06/13 MJM	Review legal preparation memos for today's post-trial oral argument in Phase I of the JSN Adversary Proceeding as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties to discern remaining open issues handled by Curtis to be addressed at closing argument (.90); attend post-trial oral argument re: Phase I of JSNs trial (6.50); follow-up meeting with J. Levitt of Morrison and Foerster, G. Horowitz of Kramer Levin, and E. Tobin to discuss today's oral argument for Phase I trial (.70)	8.10
11/06/13 EC	Attend closing arguments for Phase I of the JSN Adversary Proceeding in connection with Curtis' role as conflicts counsel, as Defendants Wells Fargo and noteholders UBS, Davidson Kemner, and Silver Point are conflict parties (6.30)	6.30
11/06/13 BMK	Attend closing arguments in the Phase I trial in the JSN Adversary Proceeding where Wells Fargo and noteholders Davidson Kempner, UBS and Silverpoint are conflict parties for impact on Phase II litigation and confirmation issues (6.50)	6.50
11/06/13 ET	Confer with M. Moscato, J. Levitt of Morrison & Foerster, and G. Horowitz of Kramer Levin re: arguments in support of Plaintiffs' position that JSNs do not have lien on general intangibles and rebuttal of	7.20

cases cited by the JSNs in support of their argument that they have lien on general intangibles in Phase I of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.70); attend closing arguments in Phase I of the JSN adversary proceeding (6.50)

11/07/13 ET	Review drafts of Plaintiffs' calculation of the JSNs' collateral per Judge Glenn's instructions at closing arguments in Phase I of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); confer with R. Abdelhamid of Morrison & Foerster and C. Siegel and P. Farber of Kramer Levin via email re: same (.10)	0.30
11/08/13 TF1	Review and provide comments on multiple drafts, as well as final, as-filed version, of slide Court requested regarding JSN collateral for the Phase I trial where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50)	0.50
11/08/13 SB	Telephone calls with J. Natividad at Alix Partners re: exhibits missing attachments and identification of exhibit documents not yet located (.20); prepare sets of Phase II deposition transcripts identifying introduction of exhibits per request of E. Tobin (.30); assemble and rename exhibit documents according to exhibit name in advance of closing arguments so that such materials can be submitted to court (7.40); and transfer all exhibits to Morrison & Foerster team per request of E. Tobin in connection with same (.50); identify remaining documents missing portions or missing entirely (1.40); coordinate with Alix Partners for location and delivery of same (.40)	10.20
11/08/13 ET	Review revised drafts of Plaintiffs' calculation of the JSNs' collateral per Judge Glenn's instructions at closing arguments in the Phase I trial where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.10); email correspondence with R. Abdelhamid of Morrison & Foerster and C. Siegel and P. Farber of Kramer Levin re: same (.20)	0.30
11/15/13 SJR	Attend to review of Judge Glenn's decision on Phase I of the JSN Adversary Proceeding as Defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties for implications of Phase II trial on plan confirmation with possibilities of settlement and resolution of matters with conflict parties (3.40)	3.40
11/15/13 TF1	Organize email and electronic files from Phase I trial for purposes of preservation and ability to later retrieve as may be necessary (2.40)	2.40

February 19, 2014
Inv # 1598259
Our Ref # 062108-000410

Page 13

TOTAL HOURS 228.50

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	15.90	830	13,197.00
Michael J. Moscato	Partner	22.10	785	17,348.50
Theresa A. Foudy	Partner	17.10	730	12,483.00
Ellen Tobin	Associate	54.40	600	32,640.00
Daniel A. Bloom	Associate	1.50	480	720.00
Michael P. Jones	Associate	2.10	305	640.50
Bryan M. Kotliar	Associate	22.10	305	6,740.50
John Thomas Weber	Associate	27.60	305	8,418.00
Edward Combs	Associate	52.00	290	15,080.00
Noah Gardy	Legal Assistant	1.50	235	352.50
Baldwin-Hunter, Ashley	Legal Assistant	2.00	210	420.00
Samuel Ballard	Legal Assistant	10.20	200	2,040.00
		228.50		\$110,080.00

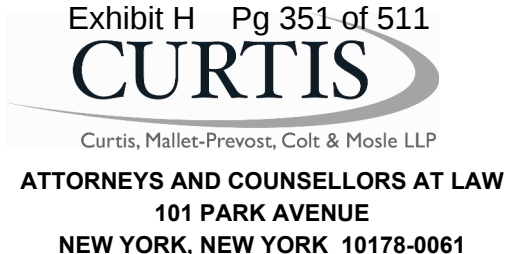
TOTAL SERVICES \$110,080.00

Summary of Expenses

Courier Expense	240.91
External Photocopy Services	311.40
Pacer - ECF	23.10

TOTAL EXPENSES \$575.41

TOTAL THIS INVOICE \$110,655.41



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

January 28, 2014

Inv. # 1598219
Our Ref. 062108-000430
SJR

Attention: Residential Capital, LLC

Re: Automatic Stay/Adequate Protection Matters

11/20/13	MG8	Attend to correspondence from K. Priore of Residential Capital regarding Dexter litigation in California and co-defendant conflict party Wells Fargo potential request for relief from automatic stay (.10); review correspondence and documents from 2012 involving prior communications with respect to Dexter litigation and both Plaintiffs' and Wells Fargo's inquiries regarding potential stay relief in preparation for call with K Priore regarding the same (.50)	0.60
----------	-----	---	------

TOTAL HOURS	0.60
-------------	------

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	0.60	625	375.00
		0.60		\$375.00
TOTAL SERVICES				\$375.00
TOTAL THIS INVOICE				\$375.00

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 19, 2014

Inv. # 1598262
Our Ref. 062108-000500
SJR

Attention: Residential Capital, LLC

Re: Plan and Disclosure Statements

11/01/13 JS	Attend deposition of C. Bastable of conflict party Davidson Kempner in connection with discovery issues related to Phase II of the JSN Litigation and Plan Confirmation (4.50); correspond with J. Walsh and J. Mosse re: deposition strategy in connection with same (.70)	5.20
11/01/13 SJR	Review and revise draft of Plan Proponent's confirmation brief in support of confirmation of ResCap Plan regarding matters being addressed by Curtis as conflicts counsel, as confirmation objections were filed by conflict parties Wells Fargo, WFBNA, Oracle, PNC, and the JSNs, which includes conflict party noteholders UBS, Silverpoint, and Davidson Kempner (1.60); provide general comments and edits to same in connection with same (1.70)	3.30
11/01/13 TF1	Attend to correspondence with L. Mannuzzi of Morrison & Foerster on attempts to resolve conflict party Wells Fargo's Plan objection (.20); review and provide comments on draft summary of deposition of C. Bastable of conflict party Davidson Kempner in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); call with M. Gallagher on conflict party Wells Fargo Confirmation objection (.20); conference call with G. Lee and A. Barrage of Morrison & Foerster to discuss comments to draft confirmation brief (.70); revise draft confirmation brief as it relates to objections raised by conflict parties such as Wells Fargo and the Ad Hoc Group of Junior Secured Noteholders, which includes conflict parties UBS, Silver Point, and Davidson Kempner (4.40); call with M. Rothschild of Morrison & Foerster on division of labor for research and briefing regarding exculpation in response to conflict party Wells Fargo objection (.30); correspond with J. Walsh on deposition of C. Bastable of conflict party Davidson Kempner (.20); confer with A. Barrage and M. Rothschild of Morrison & Foerster on replying to exculpation objections (.30); review emails summarizing latest productions by JSNs in connection	7.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 2

with Phase II and Plan confirmation (.20); correspond with B. Kotliar on research needed for confirmation brief (.20); emails with B. O'Neill of Kramer Levin on status of draft phase II pre-trial order (.10)

11/01/13 JJW	Prepare for deposition of conflict party Davidson Kempner of the Ad Hoc Group in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation (.50); administer Rule 30(b)(6) deposition of Davidson Kempner for the Ad Hoc Group (4.50); correspond with J. Mosse and J. Semmelman re: deposition issues in connection with same (.70); comment on deposition outline for Ad Hoc Group deposition on remaining Rule 30(b)(6) topics, including the decision to object to the Plan and the value of the intercompany balances (1.40); revise summary of Davidson Kempner deposition for use in connection with the Phase II trial and Plan confirmation (1.20)	8.30
11/01/13 MG8	Telephone conference with T. Foudy regarding response to Wells Fargo Confirmation objection (.20); attend to numerous follow-up correspondence with D. Bloom with respect to same (.30); attend to correspondence with A. Doshi, counsel for conflict party Oracle America, with respect to potential resolution to conflict party Oracle America Confirmation objection (.20); follow-up correspondence with M. Cohen regarding same (.10); telephone conference with A. Barrage of Morrison & Foerster regarding conflict party PNC Mortgage and conflict party Oracle America confirmation objections (.20); confer with B. Kotliar regarding research regarding releases of officers and directors in connection with Wells Fargo Confirmation objection (.30); attend to numerous correspondence throughout the day with T. Foudy, D. Bloom, J. Berman, regarding addressing JSNs' assertion in their Confirmation objection that they are entitled to attorneys fees and expenses (.40); review conflict party PNC Mortgage withdrawal of Confirmation objection (.20); follow-up correspondence with A. Root, counsel to PNC Mortgage, with respect to the same (.20); follow-up with T. Foudy and M. Rothchild, regarding same (.20); correspondence with D. Phillips regarding analysis of Wells Fargo rights under JSN documents (.10); review form of ballots for JSNs to examine nature of release (.50); telephone conference with P. Grande regarding documentation for Citibank letter of credit account and whether it should be included in Assumption Schedule (.20); review documents sent by P. Grande for Citibank collateralized account for letter of NY licensing account (.50); telephone conference with M. Rothchild of Morrison & Foerster regarding agreements on assumed contract schedule (.20); correspond with P. Grande regarding appropriateness of including Citibank letter of credit account agreements on Assumption Schedule (.30)	4.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 3

11/01/13	MAC	Review schedule of assumed contracts and proposed assumed contracts to determine impact of outstanding issues with respect to conflict parties in connection with Plan Objection of conflict party Oracle, including agreements with Cerberus, Citibank, and PNC Bank (.90); conduct research re: issues in connection with JSN fee dispute in connection with Phase II of the JSN Adversary Proceeding and Plan confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.50)	2.40
11/01/13	EC	Research re: whether conflict party Wells Fargo can benefit from a third party non-debtor release under substantial contribution theory in connection with resolving its plan objection and issues with respect to same (2.40)	2.40
11/01/13	MPJ	Finish first draft of Ad Hoc Group 30(b)(6) deposition script, with a particular focus on questions relating to the type of plan that the Ad Hoc Group would be willing to accept and the Ad Hoc Group's knowledge of various issues relating to intercompany claims in connection with the Phase II trial and Plan Confirmation proceedings, as conflict parties include UBS, Davidson Kempner, Silver Point, and Wells Fargo (3.10); correspond with J. Mosse to discuss Davidson Kempner 30(b)(6) deposition and its potential impact on the deposition of the Ad Hoc Group (.20)	3.30
11/01/13	BMK	Correspond with T. Foudy re: additional legal support necessary for confirmation reply brief where Wells Fargo, Oracle, WFBNA, PNC, and noteholders David Kempner, Silverpoint, Loomis, and UBS are conflict parties (.10); research unfair discrimination and fair and equitable standards under cramdown provisions of section 1129(b) of the Bankruptcy Code in connection with same (1.60); draft citations to located legal authority to include in draft confirmation reply brief (.80); conferences with M. Gallagher re: distinguishing cases relied upon by conflict party Wells Fargo in its objection to plan confirmation relating to third party releases of the Debtors' and Ally Financial, Inc.'s directors and officers (.30); research in connection with same, specifically Second Circuit case law under the standards set forth in Metromedia (3.10); further research re: same outside of the Second Circuit for cases allowing third party release of claims against repetition conduct of directors and officers (2.50)	8.40
11/01/13	JTW	Confer with D. Bloom re: background information and supporting research on Confirmation Brief issues re: Ad Hoc Group's entitlement to post-petition attorneys' fees as noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.20); conduct research as to Bankruptcy Code Sections 502(e), 509(c), and 1129,	2.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 4

which were cited by the JSNs as providing statutory bases for allowing the JSNs to recovery on their claims in full, including post-petition costs, interest and fees in connection with same (.90); provide J. Berman with draft section for inclusion in the Confirmation Brief addressing the JSNs' misplaced reliance on these provisions of the Bankruptcy Code (.40)

11/01/13 DAB	Confer with J. Weber re: issues relating to Ad Hoc Group and Indenture Trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection with Plan Confirmation issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Silver Point and Davidson Kempner are conflict parties (1.20); draft email memorandum re: status of research to J. Berman re: same (.50); email to same re: updated fee language in proposed Plan (.30); draft outline of insert and reservation of rights regarding fees and expenses of the Junior Secured Noteholders and Trustee (2.50); email to J. Berman with explanatory cover email re: same (.30); confer with J. Weber re: same (.30); review of various JSN pleadings in connection with fee issues (1.00)	6.10
11/01/13 JM	Prepare for deposition of conflict party Davidson Kempner corporate representative in connection with Phase II litigation and plan confirmation (3.00); correspond with J. Walsh re: same (.20); attend deposition of Conor Bastable, corporate representative of Davidson Kempner and Ad Hoc Group in connection with discovery served on Ad Hoc Group in connection with Phase II and Plan confirmation (4.50); correspond with J. Walsh and J. Semmelman re same (.30); draft email memorandum summarizing deposition of corporate representative of Davidson Kempner for the Ad Hoc Group taken in connection with Phase II discovery (.20); update same per T. Foudy's comments (.40)	8.60
11/01/13 BB2	Research executory nature of CMH Holdings LLC agreement in connection with issues relating to the dispute with Cerberus, a conflict party in light of the approaching Residential Capital confirmation and possible inclusion of agreement in Plan Supplement Assumption Schedule (5.90); examine certain docket items regarding White & Case representation of the Notes Trustee in connection with fee dispute with the Ad Hoc Group of Junior Secured Noteholders which include conflict parties Davidson Kempner, UBS, and Silver Point (.90); confer with J. Berman regarding exculpatory provisions in connection with same (.40); participate in conference call with T. Foudy and J. Berman about exculpatory provision research in connection with same (.10); perform case research about exculpatory provisions in connection with same (3.20); compile exculpatory provision research into	11.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 5

	folders on database in connection with same in order to facilitate attorney review (.70)	
11/01/13 DP2	Call with J. Berman in connection with research and analysis re: rights of junior secured noteholders to fees (.60); revise draft memorandum on indemnity and fee rights under JSN documents (5.50); email same to J. Semmelman, T. Foudy, M. Gallagher, and D. Bloom and distribute (.20)	6.30
11/01/13 JCB	Discussions with D. Phillips, J. Weber and E. Combs re: entitlement of Junior Secured Noteholders, which include conflict parties Silver Point, Davidson Kempner, and UBS, to obtain costs and fees in connection with the Phase II trial and Plan Confirmation (.70); review work product created by D. Bloom, J. Weber, and D. Phillips re: same (2.20); research case law re: same (1.50); confer with B. Butterfield re: exculpatory provisions in third amended Plan (.40); confer with A. Barrage and M. Rothchild of Morrison & Foerster re: same (.40); review materials distributed by A. Barrage and M. Rothchild re: same (1.30); draft section of confirmation-related brief re: JSNs' entitlement to costs and fees in connection with same (3.20); revise same in connection with same (1.70)	11.40
11/02/13 JS	Review J. Berman memorandum re: JSN fee issue in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation as Defendants Wells Fargo and noteholders Silver Point, Davidson Kempner and UBS are conflict parties (.70); review cases cited therein (.50)	1.20
11/02/13 MG8	Review memorandum prepared by D. Phillips outlining rights of conflict party Wells Fargo as, among other things, collateral agent under JSN documents in connection with Wells Fargo confirmation objection (.70); review B. Kotliar research results in connection with release of officers and directors discussed by Wells Fargo in its Confirmation objection (.30)	1.00
11/02/13 BMK	Research filed and confirmed chapter 11 plans in the Southern District of New York that provided for release of third party direct claims against directors and officers for prepetition conduct in connection with responding to conflict party Wells Fargo's objection to confirmation (1.10); draft email to T. Foudy and M. Gallagher re: case law research and chapter 11 plans in connection with same and re: likelihood of approving third party release of direct claims against directors and officers (1.60); conference with D. Bloom re: same (.20)	2.90
11/02/13 DAB	Extensive review of correspondence from J. Berman, M. Gallagher and T. Foudy re: confirmation brief insert pertaining to issues relating to Ad Hoc Group and Indenture trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection	1.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 6

	with Plan Confirmation issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); respond to same (.30); review email memorandum from B. Kotliar re: conflict party Wells Fargo objection to Plan (.50); email M. Gallagher re: same (.10); conference with B. Kotliar re: same (.20)	
11/02/13 JM	Review documents produced by Ad Hoc Group in response to Debtors' document requests served in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); draft email summarizing same (.20)	0.60
11/02/13 BB2	Review correspondence regarding exculpatory provisions for Debtors' confirmation brief in connection with ResCap Plan confirmation where objectors Wells Fargo, Oracle America, WFBNA, PNC, and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.10); research recent bankruptcy cases in which a confirmed plan contained exculpatory provisions which covered third parties and non-estate fiduciaries for actions taken prior to, during, and after the pendency of a bankruptcy case (1.90); correspond with J. Berman in connection with same (.10)	2.10
11/02/13 JCB	Research legislative history of Bankruptcy Code Section 1103(c)(3) for use in confirmation-related briefing re: exculpation and release issues in connection with Curtis' role as conflicts counsel, as Wells Fargo, noteholders UBS, Davidson Kempner, and Silver Point, and other plan objectors are conflict parties (3.20); correspondence with M. Rothchild of Morrison & Foerster and B. Butterfield re: case law re: exculpatory provisions in chapter 11 plan in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); revise outline summarizing materials gathered by B. Butterfield re: same (.50); research case law allowing for exculpation/releases in similar plans and circumstances in connection with same (2.80)	6.90
11/03/13 JS	Prepare for Rule 30(b)(6) deposition of Ad Hoc Group designee which includes conflict parties Davidson Kempner, Silver Point and UBS (1.10); emails with J. Berman and T. Foudy re: draft insert to brief in support of Plan re: JSN fee issues (.10)	1.20
11/03/13 TF1	Review emails and research regarding exculpation provisions in connection with Plan confirmation due to objection by conflict party Wells Fargo (.50)	0.50
11/03/13 MAC	Conduct research on recent case law to support third party releases in connection with responding to Plan	2.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 7

objections raised by conflict party Wells Fargo's
objection to confirmation (2.30)

11/03/13 EC	Research identity of interest requirement such as indemnity as basis for release of claims against non-debtors as part of plan of reorganization in connection with addressing plan confirmation objection by Wells Fargo, a conflict party (.90); draft portion of Confirmation brief response to Wells Fargo objection addressing propriety of release of potentially indemnifiable obligations under the third priority pledge agreement (2.40)	3.30
11/03/13 DAB	Review correspondence from T. Foudy and J. Semmelman re: issues relating to Ad Hoc Group and Indenture Trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection with Plan Confirmation issues related to the JSN adversary proceeding in which Wells Fargo, UBS and Loomis are conflict parties (.20)	0.20
11/03/13 BB2	Continue research for memorandum discussing executory contract issues, including rejection under section 365 of the Bankruptcy Code, the effect of bankruptcy upon LLC agreements filed pursuant to the Delaware LLC Act, as related to the CMH Holdings LLC Agreement and dispute with Cerberus, a conflict party, in connection with the ResCap Assumption Schedule (1.20)	1.20
11/03/13 JCB	Correspondence with M. Rothchild of Morrison & Foerster and T. Foudy re: research and drafting of section of confirmation brief re: exculpatory provision in plans in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.40); research case law in connection with same (1.90); continue drafting outline of brief section re: same (1.30)	3.60
11/04/13 JS	Review transcript of deposition of Conor Bastable of conflict party Davidson Kempner in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); review Bastable testimonial designations for use at the Phase II trial and Plan confirmation (.50); review M. Fazio rebuttal expert report in connection with same (.60); continue preparation for Rule 30(b)(6) deposition of Ad Hoc Group (.40); meet with T. Foudy, E. Tobin, J. Walsh, M. Moscato, M. Jones and J. Mosse re: Phase II discovery and trial preparation (.80); further meeting with J. Walsh, J. Mosse and M. Jones re: deposition designations of Ad Hoc Group members for Phase II trial (.40); emails with D. Bloom re: issues missed by JSN demand for fees (.20); review J. Lipps direct testimony (.90); review latest draft brief in support of	6.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 8

Plan re: fee dispute issues (1.60)

11/04/13 SJR	Attend to issues with respect to third-party releases provided by ResCap Plan and addressing confirmation objections of conflict parties Wells Fargo, WFBNA, Oracle, and PNC with respect to same (1.60)	1.60
11/04/13 TF1	Attend court status conference on Plan Confirmation and Phase II issues due to involvement of conflict parties Wells Fargo and certain members of the Ad Hoc Group, including noteholders Silver Point, Davidson Kempner, and UBS (1.80); meet with M. Moscato, M. Jones, J. Walsh, J. Semmelman, E. Tobin and J. Mosse to discuss division of labor and tasks for plan confirmation/phase II projects (.80); emails with M. Gallagher and D. Bloom on research regarding response to conflict party Wells Fargo's plan objection (.60); confer with L. Marinuzzi of Morrison & Foerster regarding Wells Fargo's plan objection (.30); call with A. Dove of Kramer Levin on same (.30); emails with J. Berman and E. Combs on research for draft confirmation brief inserts on exculpation provision (.80)	4.60
11/04/13 MJM	Meeting with T. Foudy, J. Semmelman, J. Walsh, E. Tobin, J. Mosse, and M. Jones re: assignments and division of labor for Phase II projects in the JSN Adversary Proceeding as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson kempner are conflict parties (.80)	0.80
11/04/13 JJW	Prepare for Rule 30(b)(6) deposition of Ad Hoc Group, which includes conflict parties Davidson Kempner, Silver Point, and UBS, including review of Houlihan analysis of recoveries and intercompany balances, in connection with Phase II of the JSN Adversary Proceeding and Plan confirmation (2.10); review expert report of Michael Fazio and in connection with analysis of intercompany claims in connection with same (.80); review expert report of R. Bingham in connection with same (.40); conference with counsel for Junior Secured Noteholders and Ad Hoc Group re: document production issues and remaining topics for Rule 30(b)(6) deposition (1.00); attend status hearing with Court regarding Phase II discovery and trial related issues (2.00); correspond with T. Foudy re: Phase II discovery issues (.40); finalize deposition designations for Davidson Kempner deposition for use at the Phase II trial and Plan confirmation (1.00); conference with T. Foudy, J. Semmelman, M. Moscato, E. Tobin, and J. Mosse re: Phase II discovery and Plan confirmation issues related to conflict parties, including Davidson Kempner (.80); meet with J. Mosse, J. Semmelman, and M. Jones re: discovery to be taken in connection with Phase II and Plan confirmation (.40)	8.90
11/04/13 MG8	Telephone conference with N. Rosenbaum of Morrison	4.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 9

& Foerster regarding CMH agreements and whether to include in assumption schedule (.20); attend telephone conference with D. Marquardt of Residential Capital regarding the same (.20); review conflict party CMH LLC Agreement and CMH Servicing Agreement with respect to any on-going obligations and potential downside to assumption, if executory (.50); correspond with T. Foudy regarding conflict party Wells Fargo confirmation objection and issues relating to releases and exculpation under the Plan (.30); participate in call with A. Dove of Kramer Levin and T. Foudy regarding the same (.30); attend to correspondence from T. Foudy regarding requested support on exculpation and release issues for Plan confirmation (.20); telephone conference with Amish Doshi, counsel to Oracle regarding Oracle's Confirmation objection, proposed language for the Confirmation Order or a side agreement, and related follow-up correspondence with A. Doshi respect to the same (.50); correspond with J. Walsh regarding Oracle Confirmation objection (.10); attend via telephone status conference on Confirmation objections, as Oracle planned to attend, along with other conflict parties, such as Wells Fargo and certain of the holders of JSNs (1.80)

11/04/13 MAC	Review email correspondence with T. Foudy and M. Gallagher regarding legal research in connection resolving with confirmation objections raised by conflict parties Wells Fargo, WFBNA, Oracle America, PNC, and the JSNs which includes conflict parties noteholders UBS, Davidson Kempner, and Silver Point as conflict parties (.90); review case law related to third party release research in connection with responding to objections raised by conflict part Wells Fargo regarding propriety of estate releases (1.20)	2.10
11/04/13 MPJ	Meet with J. Semmelman, M. Moscato, T. Foudy, J. Walsh, E. Tobin, and J. Mosse to discuss current status of various Phase II trial and Plan Confirmation issues and the potential division of labor for various upcoming assignments (.80); meet with J. Semmelman, J. Walsh, and J. Mosse regarding the deposition designations for C. Bastable's deposition (.40); edit J. Mosse's deposition designations for the C. Bastable deposition to incorporate updates to the official deposition transcript (.60); review same and highlight in accordance with Judge Glenn's rules for deposition designations (.30)	2.10
11/04/13 DAB	Correspond with J. Weber re: further research re: issues relating to Ad Hoc Group and Indenture trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection with Plan Confirmation issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); edit preliminary	10.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 10

outline of global memo re: same (1.00); research re: third party releases in connection with rights of directors and officers in connection with same per J. Berman email (1.30); draft outline re: arguments related to Wells Fargo Plan objection related to same (1.00); analyze Wells Fargo's treatment under the proposed Plan for T. Foudy (1.50); draft detailed memorandum regarding same (1.20); monitor court conference relating to status of confirmation objections for impact on objections of conflict parties (1.30); correspond with J. Berman to discuss comments pertaining to exculpation provisions in Plan (.20); further revision to chart comparing treatment of the Ad Hoc Group prepetition, at the PSA stage, and under proposed Plan per T. Foudy comments (.80); review D. Phillips memorandum re: treatment of Wells Fargo and Indenture Trustee under the Indenture and prepetition security documents (1.00); correspond with J. Semmelman and respond to email from same re: Ogle case and JSNs' potential unsecured entitlement to fees thereunder if documents so provide (.30)

11/04/13 JM

Correspond with J. Walsh re: strategy for deposition designations to be made in connection with Phase II litigation and Plan confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.10); review transcript of deposition of Conor Bastable taken in connection with Phase II litigation and Plan confirmation to determine which portions of testimony to designate for trial (1.30); designate portions of deposition testimony of Conor Bastable taken in connection with Phase II litigation and Plan confirmation for use at trial (.60); review memorandum re: Ad Hoc Group's entitlement to payment of fees under the Bankruptcy Code (.10); call with A. Reneger of Milbank re: scheduling of Rule 30(b) (6) deposition of Ad Hoc Group in connection with Phase II litigation and Plan confirmation (.20); review proposed deposition designations of J. Walsh with respect to deposition testimony of Conor Bastable taken in connection with Phase II discovery (.40); draft email memorandum to J. Walsh and J. Semmelman re: proposed deposition designations of Conor Bastable, corporate representative for conflict party Davidson Kempner and the Ad Hoc Group in connection with discovery for use in Phase II trial and Plan confirmation (.90); review Rebuttal Report to the Expert Report of Mark A. Renzi submitted on behalf of the JSNs in connection with Phase II and Plan confirmation (.30); review Expert Report of Mark A. Renzi re: intercompany balances submitted in connection with Phase II litigation and Plan confirmation (.40); review rebuttal report of Gina Gutzeit submitted by Debtors in connection with Phase II litigation and Plan confirmation (.30); meet with T. Foudy, M. Moscato, J. Walsh, J. Semmelman, E. Tobin, and M. Jones re:

9.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 11

Phase II litigation and Plan confirmation (.80); meet with J. Walsh, J. Semmelman, and M. Jones re: discovery to be taken in connection with Phase II and Plan confirmation (.40); compile proposed deposition designations of conflict party Davidson Kempner corporate representative (.40); review J. Walsh summary of same (.30); review direct testimony of witnesses submitted in connection with Plan confirmation and the Phase II trial (2.40); begin creating summary of same to facilitate cross examination and rebuttal at the Phase II trial and Plan confirmation (1.00)

11/04/13 BB2	Draft insert to Confirmation Brief discussing issue of pre-petition exculpation per correspondence with D. Bloom and J. Berman in connection with responding to plan objections by conflict parties such as Wells Fargo, Oracle America, PNC, WFBNA, and noteholders UBS, Davidson Kempner, and Silver Point (2.10); correspondence with J. Berman, D. Bloom regarding possible revisions and additional research in connection with same (.10); perform supplemental research into cases suggested by J. Berman regarding same in connection with same (2.70); revise draft insert to include research suggested by J. Berman re: same in connection with same (2.20); review email correspondence in preparation for meeting with J. Berman in connection with same (.50); correspond with J. Berman re: research strategy in connection with same (.60); correspond with J. Berman in preparation for call with M. Rothchild of Morrison & Foerster in connection with same (.40); call with M. Rothchild of Morrison & Foerster in connection with same (.40); research regarding 11 U.S.C. 1103(c) in connection with same (.70); draft email to J. Berman re: same in connection with same (.40); draft paragraph regarding 11 U.S.C. 1103(c) for insertion into the exculpation insert in connection with the ResCap confirmation brief (1.10); continue to research recent case law involving the rejection of an executory LLC agreement (focusing particularly on LLC agreements filed under DE law) under section 365 of the Bankruptcy Code as that issue relates to the CMH Holdings LLC Agreement (pursuant to the Delaware LLC Act) with Cerberus, a conflict party, in connection with the ResCap Assumption Schedule (2.30); revise memorandum discussing same in connection with same (1.00)	14.50
11/04/13 SB	Emails with C. Russ, A. Sikes, and S. Tice re: delivery of deposition exhibits for ongoing Phase II depositions in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); telephone call with J. Natividad at Alix Partners re: assembly of documents on JSN exhibit list and delivery protocol for same (.20); telephone call	6.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 12

with C. Schuster at Iris Data Services re: assembly of documents on JSN exhibit list and delivery protocol for same (.20); review for and prepare set of deposition transcripts identifying introduction of exhibits per request of E. Tobin (1.20); review for and assemble documents cited in Phase II expert reports per request of E. Tobin (4.30)

11/04/13 ET	Meet with M. Moscato, T. Foudy, J. Walsh, J. Semmelman, J. Mosse and M. Jones re: strategic issues for Phase II of the JSN Litigation, as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (.80); draft email to A. Lawrence of Morrison & Foerster re: access to Plan Confirmation document repository in preparation for receipt fo the JSNs' exhibit list in connection with same (.10); correspond with S. Ballard and C. Shuster of Iris Data Services and J. Natividad of Alix Partners re: access to Plan Confirmation document repository in connection with same (.40)	1.30
11/04/13 BB	Add deposition exhibits to Livenote transcript of 'Lara Hall' in preparation for attorney review in connection with Phase II and Plan Confirmation where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
11/05/13 JS	Emails with T. Foudy and D. Bloom re: brief in support of Plan Confirmation re: fee issues arising in connection with same as noteholders UBS, Silver Point, Davidson Kempner and Wells Fargo are conflict parties (.10); emails with D. Bloom re: fee issues re: same (.30); review J. Mosse summary of expert and fact witness testimony (.40); emails with J. Mosse, J. Walsh and T. Foudy re: same (.20); review various pleadings in the consolidated JSN Adversary Proceedings in connection with fee issue (.40); emails with T. Foudy, J. Mosse and J. Walsh re: Phase II subordination issue (.30); review newest version of Phase II issues list (.40); review Gina Gutzeit rebuttal expert report (.70); review various documents produced by Ad Hoc Group in Phase I for impact on Phase II discovery (.70); emails re: same with J. Mosse and J. Walsh (.10); analyze expert report of Lucy Allen (.80); further review of Houlihan Lokey documents in preparation for deposition of Rule 30(b)(6) Ad Hoc Group witness (1.20); review M. Jones updated draft outline for Rule 30(b)(6) deposition of Ad Hoc Group (.60); meet with J. Walsh, J. Mosse and M. Jones re: strategy for upcoming Rule 30(b)(6) deposition of Ad Hoc Group (1.60); review documents received from noteholders Pentwater and Marathon in connection with preparation for same (.70); review J. Mosse draft summary of agreed limitations on Rule 30(b)(6) topics for Ad Hoc Group (.10)	8.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 13

11/05/13 SJR	Review Chapter 11 Plan in connection with ResCap case with respect to matters involving conflict parties where Curtis is acting including with respect to JSN litigation as Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner (1.40); provide comments to draft revised Plan in connection with same (1.10); review revised draft confirmation order in connection with same and note comments (.60)	3.10
11/05/13 TF1	Conference call with M. Rothschild of Morrison & Foerster regarding draft section of confirmation brief on exculpation provision in connection with plan objection by conflict parties, including Wells Fargo (.30); correspond with M. Gallagher regarding attempt to resolve objection by conflict party Wells Fargo (.30); review results of exculpation research needed for plan confirmation brief (2.10); follow-up email correspondence re: same with J. Berman (.30); emails with J. Semmelman, J. Walsh, and J. Mosse regarding Phase II witnesses and coverage of issues (.30); review emails from V. Hing and D. Bloom regarding contractual provisions relevant to objection by conflict party Wells Fargo (.70); review emails summarizing latest productions of documents from JSNs in connection with Phase II and Plan confirmation (.40); review new-filed Rule 2019 Statement by counsel for the Ad Hoc Group and exchange emails with M. Gallagher and D. Bloom concerning changes in ownership position reflected by same (.50)	4.90
11/05/13 MJM	Review Plaintiffs' deposition designations of C. Dondzila in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.70); review same re: W. Marx and J. Cortese in connection with same (.50); review same re: J. Bastable in connection with same (.40); review draft witness statements for J. Dubel in connection with same (.30); review T. Hamzehpour draft witness statement in connection with same (.30); review J. Lipps draft witness testimony in connection with same (.30)	2.50
11/05/13 JJW	Review and comment on document production from conflict party Pentwater in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.00); prepare for Rule 30(b)(6) deposition of Ad Hoc Group, which includes conflict parties Davidson Kempner, Silver Point, and UBS, including review of Phase I discovery and deposition testimony (1.80); conference with M. Moscato and J. Mosse re: Phase II discovery and Plan confirmation issues related to conflict parties, including Davidson Kempner (1.00); attend pre-trial hearing on	10.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 14

Phase II and Plan Confirmation issues for impact on objections by conflict parties and discovery issues handled by Curtis (1.00); correspond with T. Foudy re: Phase II discovery of conflict parties, including Rule 30(b)(6) deposition of Ad Hoc Group (.50); conference with counsel for Ad Hoc Group re: scope of Rule 30(b)(6) deposition in connection with same (.80); review Plan provisions regarding payment of Indenture Trustee's fees and related issues in connection with fee dispute with JSNs and Wells Fargo (.50); correspond with D. Bloom re: same (.30); revise outline for Rule 30(b)(6) deposition of the Ad Hoc Group (1.10); correspond with J. Mosse re: same (.50); meet with J. Semmelman, J. Mosse and M. Jones re: strategy for upcoming Rule 30(b)(6) deposition of Ad Hoc Group (1.60)

11/05/13 MG8	Attend to correspondence with T. Foudy regarding Curtis comments to Plan and related issues with respect to Wells Fargo (.20); review briefly changes to Plan proposed by Committee and discuss same with D. Bloom (.40); correspond throughout the day regarding suggested changes to the Plan to address concerns about JSNs' fees and preservation of causes of action against conflict parties Citibank and CMH Cerberus (.80); follow-up correspondence M. Rothchild of Morrison & Foerster regarding the same (.20); review and revise proposed inserts to Plan to address reservations of rights regarding JSN fees and preserved causes of action (.40); correspond with E. Richards of Morrison & Foerster regarding the same (.20); correspond with A. Barrage of Morrison & Foerster regarding Oracle objection to confirmation and potential resolution to the same (.20); confer with B. Butterfield regarding research regarding executory contracts and related issues under Delaware law in connection with potential inclusion of CMH agreements on Assumption Schedule (.30); meet with H. Sawyer to discuss corporate research with respect to the same (.20); review certain provisions of Delaware LLC Act and related case law in connection with consideration of inclusion of CMH Holdings agreements on Assumption Schedule (.50); review updated Rule 2019 Statement filed by Milbank and White & Case and discuss same with T. Foudy and D. Bloom in connection with Curtis research on issues relating to fees payable under the JSN Indenture, and related matters and it relates to the JSN adversary proceedings, in which Wells Fargo, UBS, Davidson Kempner and Silverpoint are conflict parties (.50); review updated chart of JSN holdings, revised to reflect disclosures on updated 2019 form filed by Milbank & White & Case (.20)	4.10
11/05/13 MPJ	Draft updated Notice of Ad Hoc Group 30(b)(6) deposition in connection with the Phase II trial and Plan	5.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 15

Confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review email circulated by J. Mosse describing recent production by individual Ad Hoc Group members and documents that may be useful in the Ad Hoc Group's Rule 30(b)(6) deposition (.20); update script for deposition of Ad Hoc Group to incorporate documents cited by J. Mosse (1.20); update Ad Hoc Group deposition script to incorporate J. Semmelman's potential questions relating to the RMBS settlement (.40); review and analyze chart circulated by J. Mosse describing testimony offered by each witness at confirmation (.30); meet with J. Semmelman, J. Walsh, and J. Mosse to discuss current status of Ad Hoc Group script, strategy for Rule 30(b)(6) deposition of the Ad Hoc Group, and next steps in preparing for the Ad Hoc Group deposition (1.60); update Ad Hoc Group deposition script to incorporate comments from meeting with J. Semmelman, J. Walsh, and J. Mosse (1.20)

11/05/13 JTW	Correspond with D. Bloom as to next steps re: potential arguments proposed by J. Semmelman regarding the disallowance of fees of the Ad Hoc Group and issues related to the "reasonableness" of the fees and expenses of the Ad Hoc Group and the Indenture Trustee incurred in connection to the JSN Adversary Proceeding where noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.40); correspond with D. Bloom as to arguments the Plan Proponents can assert re: the individual noteholders lack of entitlement to fees under the relevant security agreements (.20)	0.60
11/05/13 DAB	Correspond with J. Semmelman and J. Weber throughout the day re: issues relating to Ad Hoc Group and Indenture Trustee's right to fees pursuant to the Plan, Bankruptcy Code and relevant case law in connection with same (3.00); review Kramer Levin revised draft Plan and Confirmation Order per T. Foudy email in connection with same (1.40); draft revised fee language for insertion into Plan (.40); draft insert re: fee issues for inclusion in draft confirmation order (1.00); revise per M. Gallagher comments (.40); correspond with E. Combs re: prepetition releases and liability with respect to same (.20); review form officer's certificate in connection with same and treatment of conflict party Wells Fargo in plan (.20); further drafting of memorandum for T. Foudy analyzing Wells Fargo's treatment pursuant to the Plan (1.50); email to T. Foudy re: same (.10); review and circulate Debtors' plan confirmation status report (.20); provide J. Walsh, J. Semmelman, and J. Mosse Plan excerpts related to JSN treatment (.30); review Second Amended JSN 2019 Statement for impact on the Ad Hoc Group and representation/fee issues re: same (.50); correspond	9.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 16

with M. Gallagher, B. Butterfield, and T. Foudy re:
analysis of changes reflected in same (.40)

11/05/13 JM	Draft email to A. Reneger of Milbank re: scope of Rule 30(b)(6) deposition of Ad Hoc Group, which includes conflict parties UBS, Silver Point and Davidson Kempner to be taken by Debtors in connection with Plan confirmation and Phase II litigation (.70); review draft Notice of Deposition to Ad Hoc Group re: same (.10); draft email re: potential exhibits for use at deposition of Ad Hoc Group (.40); review additional production of documents from Ad Hoc Group members produced in response to discovery requests served by Debtors in connection with Phase II litigation and Plan confirmation (.70); draft email memorandum regarding production of documents from Ad Hoc Group members re: same (.50); draft email regarding expert and fact witness testimony on subordination of claims in connection with Phase II litigation and Plan confirmation (.40); review draft deposition designation of Cathy Dondzila for use in Phase II trial and Plan confirmation (.50); summarize same for inclusion in chart of expert reports, witness testimony, and deposition designations in preparation for Phase II trial and Plan confirmation (.30); review draft deposition designation of Joe Cortese for use in Phase II trial and Plan confirmation (.50); summarize same for inclusion in chart of expert reports, witness testimony, and deposition designations in preparation for Phase II trial and Plan confirmation (.30); review draft deposition designation of William Marx for use in Phase II trial and Plan confirmation (.50); summarize same for inclusion in chart of expert reports, witness testimony, and deposition designations in preparation for Phase II trial and Plan confirmation (.30); review draft deposition designation of Conor Bastable for use in Phase II trial and Plan confirmation (.50); summarize same for inclusion in chart of expert reports, witness testimony, and deposition designations in preparation for Phase II trial and Plan confirmation (.30); call with A. Reneger of Milbank, counsel to Ad Hoc Group, re: scope of deposition of Ad Hoc Group's Rule 30(b)(6) witness to be taken by Debtors in connection with discovery for use in Phase II litigation and Plan confirmation (.50); confer with J. Walsh re: same (.10); meet with J. Walsh, J. Semmelman, and M. Jones re: strategy for deposition of Ad Hoc Group to be taken by Debtors in connection with Phase II litigation and Plan confirmation (1.60); update email to A. Reneger at Milbank re: deposition topics of Ad Hoc Group deposition per discussion with J. Walsh, J. Semmelman and M. Jones (.30); review Plan provisions relating to JSNs in preparation for deposition of Ad Hoc Group to be taken by Debtors in connection with Phase II litigation and Plan confirmation (.20)	8.70
-------------	---	------

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 17

11/05/13 BB2	Draft short summaries including key quoted language from Washington Mutual and PWS Holding cases in connection with exculpation insert to ResCap Confirmation Brief responding to plan objections by conflict parties including Wells Fargo, WFBNA, PNC, Oracle America, and noteholders UBS, Silver Point, and Davidson Kempner (.50); research Southern District of New York Bankruptcy Court approved plans in cases including Eastman Kodak, Neff Corporation, and Charter Communications in connection with parenthetical citations used in connection with same (.70); review language from the exculpation provisions of Oneida, Almatris, Pizzeria Uno, and Borders bankruptcy cases in connection with same (.80); discussions with J. Mosse in connection with same (.30); review adversary proceeding dockets and correspond with J. Semmelman in connection with same (.10); review email correspondence in connection with same (.20); correspondence with M. Gallagher instructions regarding additional research and potential revisions to memorandum discussing the consequences of rejection under section 365 of the Bankruptcy Code as related to the CMH Holdings LLC Agreement (under Delaware law) in connection with the ResCap Assumption Schedule (.30); research selected portions of the Delaware Limited Liability Act per M. Gallagher instructions regarding same in connection with same (.70); research into preemption issues and relevant cases involving the section 365 of the Bankruptcy Code as applied to contracts/entities under the Delaware LLC Act in connection with same (1.30); research pleadings filed in Milford Power case in connection with same (1.10); revise memorandum to incorporate research and M. Gallagher suggestions in connection with same (2.70); correspondence with M. Gallagher regarding revisions and potential further research in connection with same (.20); perform additional research into pleadings filed in the THC Financial and Lyondell cases per correspondence with M. Gallagher (1.30); revise memorandum regarding same in connection with same (.50); correspondence with M. Gallagher in connection with same (.10)	10.80
11/05/13 SB	Prepare sets of draft deposition designations per request of M. Moscato in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.20); prepare index of all exhibits marked for identification in Phase II depositions (4.30); telephone call with J. Natividad at Alix Partners re: assembly of documents on JSN exhibit list and delivery protocol for same (.20); telephone call with C. Schuster at Iris Data Services re: assembly of documents on JSN exhibit list and delivery protocol for same (.20); prepare sets of exhibits marked for	5.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 18

identification in Phase II deposition per request of E. Tobin (.70);

11/05/13 NG1	Transfer document productions from Milbank using secure FTP connection in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); process documents from Marathon and Pentwater productions to Eclipse database for attorney review (.80); email correspondence with J. Semmelman, J. Walsh, J. Mosse, and M. Jones with production information received from Milbank (.10)	1.20
11/06/13 JS	Review draft pretrial order of Ad Hoc Group in connection with the Phase II JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.60); review additional documents produced by Houlihan in connection with same (1.40); read summary of Barbara Westman testimony prepared by J. Mosse (.30); review deposition transcript of expert witness Michael Fazio (1.20); review deposition transcript of expert witness P. Eric Siegert (2.70); email comments re: same to J. Walsh (.40); call with T. Foudy, M. Gallagher, D. Bloom, J. Weber to discuss brief in support of Plan re: fee dispute issues with JSNs and Wells Fargo (.80)	7.40
11/06/13 SJR	Review and comment on draft confirmation brief regarding issues which Curtis is addressing related to exculpation releases and possible concerns of conflict parties Wells Fargo, WFBNA, Oracle, PNC, and the JSNs with respect to same (1.80)	1.80
11/06/13 TF1	Call with D. Eggerman of Kramer Levin to discuss comments to plan confirmation brief responding to objections by numerous conflict parties including Wells Fargo and the Ad Hoc Group of Junior Secured Noteholders which includes conflict parties UBS, Silver Point and Davidson Kempner (.30); call with S. Zide and B. O'Neill of Kramer Levin and A. Lawrence of Morrison & Foerster on Phase II legal issues list in pre-trial order (1.20); call with M. Gallagher, J. Semmelman, J. Weber, and D. Bloom on fees of JSNs and confirmation brief re: same (.80); review proposed joint portions of Phase II pre trial order in connection with responding to same (.60); review Statement of Issues filed in the JSN Adversary Proceeding on counterclaims re: same in connection with responding to same (.40)	3.30
11/06/13 MJM	Correspond with T. Foudy re: issues and strategy for Phase II of the JSN Adversary Proceeding as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.30); review draft inserts	1.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 19

to Phase II pre-trial submission circulated by Debtors and the JSNs in preparation for tomorrow's meet-and-confer re: same (1.10); review JSNs' proposed issue list to determine whether all issues are being covered by Debtors' counsel (.50)

11/06/13 JJW	<p>Prepare for Rule 30(b)(6) deposition of Ad Hoc Group, which includes conflict parties noteholders Davidson Kempner, Silver Point, and UBS, including review of Phase II expert reports and supporting materials in connection with Phase II and Plan confirmation (3.50); conference with T. Foudy and J. Semmelman re: Phase II discovery dispute with conflict parties, including Davidson Kempner (.40); comment on document productions by conflict parties Davidson Kempner and other Junior Secured Noteholders (1.00); correspond with J. Mosse re: same and next steps in light of productions (.50); prepare for Ad Hoc Group Rule 30(b)(6) deposition, including review of draft written direct testimonies relating to Phase II issues such as intercompany balances and the Ally Contribution (2.50)</p>	7.90
11/06/13 MG8	<p>Correspond with A. Barrage and M. Rothchild of Morrison & Foerster regarding conflict party Oracle's proposed language to resolve its Confirmation objection (.20); follow-up correspondence with A. Doshi, counsel to Oracle, with respect to the same (.30); telephone conference with A. Doshi regarding proposed language and remaining postpetition agreement to be included in Assumed Agreements Schedule (.30); attend to several follow-up communications with M. Rothchild regarding same (.30); attend to correspondence with T. Foudy regarding Committee comments to proposed Confirmation Brief insert on JSN alleged entitlement to fees (.30); participate in call with T. Foudy, J. Semmelman, D. Bloom, and J. Weber regarding insertions to Confirmation Brief with respect to issues under section 1129(a)(4) of the Bankruptcy Code (.80); review and revise memo prepared by B. Butterfield regarding whether CMH Holdings' LLC agreement is executory agreement and related issues (1.10); correspond with B. Butterfield regarding same (.20); review and revise further updated memo prepared by B. Butterfield on whether CMH Holdings' LLC Agreement is an executory agreement and potential inclusion in Plan Supplement schedule (.80); correspond with B. Butterfield regarding same (.20); correspond with H. Sawyer regarding provisions of Delaware LLC Act addressing bankruptcy of a member (.20); review follow-up correspondence from H. Sawyer regarding same (.20); correspond with M. Rothchild regarding further communications with A. Doshi on Oracle comfort language and agreement to read into record at Confirmation Hearing (.30); review draft</p>	7.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 20

proposed Confirmation Order and propose certain revisions to the same to address certain concerns relating to fees and expenses, executory contracts and retained causes of action (1.20); numerous correspondence with D. Bloom regarding the same (.40); correspondence with T. Foudy regarding the same (.20); correspond with E. Richards of Morrison & Foerster regarding Curtis' proposed changes to Confirmation Order (.20)

11/06/13 MAC	Review proposed changes to revised confirmation order for impact on objections handled by Curtis as conflicts counsel, such as Wells Fargo and WFBNA, in connection with Plan confirmation and objections of conflict parties (.60)	0.60
11/06/13 HS2	Research the potential enforceability/preemption of Delaware Limited Liability Company Act Section 18.304 under the Bankruptcy Code and as applied by Delaware courts (which invalidates ipso facto clauses) on the CMH Holdings LLC Agreement provision which terminates LLC membership upon a member filing for bankruptcy, using a Delaware case received from B. Butterfield as a research starting point (Milford Power) (3.20); circulate same to M. Gallagher (.20); review of various treatises commentary on Section 18.304 in connection with same (1.90)	5.30
11/06/13 EC	Correspond with E. Tobin and S. Ballard to coordinate final preparations for Phase II Defendants' exhibit list review in connection with Plan Confirmation due to objections by conflict parties Wells Fargo and certain members of Ad Hoc Group including UBS, Davidson Kempner, and Silver Point (.30); review documents prepared in connection with Phase I exhibit list exchange and identify useful precedents in preparation for exchange with Defendants in Phase II (.20)	0.50
11/06/13 MPJ	Review sections of the Confirmation objection by the Ad Hoc Group, which includes conflict parties UBS, Davidson Kempner, and Silver Point re: the Ally releases (.30); review and analyze documents produced by the Ad Hoc Group on November 5 to determine whether same should be incorporated into Ad Hoc Group 30(b)(6) deposition script (1.90); draft email to J. Semmelman, T. Foudy, J. Walsh, and J. Mosse summarizing the Ad Hoc Group's November 5 production (.40); revise and update draft Ad Hoc Group 30(b)(6) deposition script to incorporate (a) comments received from J. Semmelman, J. Walsh, and J. Mosse and (b) the limitations agreed upon with the Ad Hoc Group (3.80); revise same in connection with same focusing on documents received from the Ad Hoc Group's production (1.80)	8.20
11/06/13 BMK	Correspond with J. Berman re: revising draft	1.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 21

confirmation brief to include authority for exculpation releases in proposed plan by citing prior confirmation orders that overruled objections similar to JSNs' and approved similar exculpation provisions in the Second Circuit in connection with Plan Confirmation due to objections by conflict parties Wells Fargo and certain members of Ad Hoc Group including UBS, Davidson Kempner, and Silver Point (.30); review cases in connection with same by reviewing docket, pleadings, plans, objections, and confirmation orders (1.50)

11/06/13 JTW	Participate in telephonic conference with T. Foudy, J. Semmelman, M. Gallagher and D. Bloom re: inclusion of rider with respect to the Ad Hoc Group's (inclusive of conflict parties Davidson Kempner, UBS and Silver Point) alleged right to collect attorneys' fees under the Joint Plan into the brief in support of plan confirmation and issues related to inclusion of the related rider from the brief and rights to take discovery and challenge professionals fees at a later date (.80); review Plan in connection with same (.50)	1.30
11/06/13 DAB	Telephonically attend Phase I closing arguments in connection with potential discussion of plan confirmation issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); further revisions to draft confirmation order per M. Gallagher comments (.30); circulate same with cover email to T. Foudy (.20); further analysis of draft confirmation order per M. Gallagher direction (1.40); incorporate M. Gallagher comments to same per M. Gallagher and T. Foudy direction (.60); review various unpublished court documents pertaining to exculpation provisions in confirmed plans per J. Berman request (3.00); draft language for insertion into pretrial brief re: same (.40); conference call with T. Foudy and J. Semmelman re: issues regarding fees demanded by Ad Hoc Group, including conflict parties UBS, Davidson Kempner, and Silver Point (.80); confer with J. Weber re: same (.30); draft outline of tasks associated with same (.30)	10.30
11/06/13 JM	Review privilege and redaction logs submitted on behalf of members of Ad Hoc Group, which includes conflict parties UBS, Silver Point, and Davidson Kempner, in response to discovery served by Debtors for use in Phase II litigation and Plan confirmation (.40); review draft direct testimony of Barbara Westman for use in Phase II trial and Plan confirmation (.40); draft memorandum summarizing same (1.60); review draft direct testimony of John S. Dubel for use in Phase II trial and Plan confirmation (.40); draft memorandum summarizing same (1.40); review draft direct testimony of Tammy Hamzehpour for use in Phase II trial and Plan confirmation (.40); draft memorandum	8.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 22

summarizing same (1.40); attention to correspondence regarding Rule 30(b)(6) deposition of Ad Hoc Group to be taken by Debtors in connection with Phase II litigation and Plan confirmation (.20); attention to correspondence re: discovery from Houlihan Lokey for use in connection with Rule 30(b)(6) deposition of Ad Hoc Group (.20); review summary of document production from Ad Hoc Group in response to document requests served by Debtors in connection with Phase II and Plan confirmation (.20); review JSNs' proposed Joint Pretrial Order for Phase II trial and Plan confirmation hearing (.10); review draft direct testimony of Marc Puntus to be submitted by Debtors in connection with Phase II and Plan confirmation (.50); draft memorandum summarizing same (1.70)

11/06/13 BB2	Research the exculpation clauses used in the Almatias, Uno Restaurant Holdings, and Borders bankruptcy cases in connection with the drafting of an insert to ResCap confirmation brief responding to plan objections by numerous conflict parties including Wells Fargo, WFBNA, Oracle America, and noteholders UBS, Silver Point and Davidson Kempner (1.40); conference call with M. Rothchild of Morrison & Foerster discussing same in connection with same (.10); correspondence with same in connection with same (.20); revise memorandum discussing executory contract issues related to the CMH Holdings LLC Agreement with Cerberus, a conflict party, per edits and comments of M. Gallagher in connection with the ResCap Assumption Schedule (3.60); correspondence with M. Gallagher in connection with same (.20)	5.50
11/06/13 SB	Assemble exhibits cited in Phase II expert reports and forward same to Alix Partners in preparation for assembly of JSN exhibit list in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); prepare electronic filing structure for various Phase II documents and file deposition materials and expert materials within same per request of E. Tobin (1.10)	2.50
11/06/13 ET	Work with E. Combs and S. Ballard to prepare for receipt of JSNs' exhibit list and review of their documents, including preparing Alix Partners to collect all documents on the JSNs' forthcoming exhibit list in connection with Phase II and Plan Confirmation where there are objections by conflict parties include Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (.90); draft email to A. Lawrence of Morrison & Forerster re: same (.30)	1.20
11/06/13 NG1	Transfer document productions from Milbank using secure FTP connection in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and	1.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 23

noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); process AHG2 and Pentwater productions to Eclipse database for attorney review (.80); email correspondence with attorneys with production information received from Milbank (.10)

11/07/13 JS	<p>Emails with J. Walsh re: expert issues arising in connection with the Phase II JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.10); emails with D. Bloom re: JSN potential oversecured issues re: fee dispute and entitlement to postpetition fees (.20); review memorandum from R. Baehr of Morrison & Foerster re: deposition of J. Cortese (.20); continue preparation for deposition of Rule 30(b)(6) witness of Ad Hoc Group, which includes conflict party noteholders UBS, Davidson Kempner, and Silver Point (1.20); further analysis of selected docket materials in Adversary Proceedings Nos. 13-01277 and 13-01343 in connection with same (1.30); correspond with T. Foudy, J. Walsh and J. Mosse re: strategy for upcoming Houlihan deposition (1.20); review D. Bloom proposed edits to brief in support of Plan re: fee dispute issues (.20); provide email comments re: same to D. Bloom (.20); emails with T. Foudy and D. Bloom re: objections to National Credit Union settlement for impact on subordination issues (.20); review status report on Plan objections [Docket # 5609] in connection with resolving fee dispute issues and objections raised by conflict parties (.20); review summary of Lewis Kruger deposition (.20); review transcript of closing argument in Phase I trial for impact on Phase II issues (1.20)</p>	6.40
11/07/13 SJR	<p>Attend to issues with respect to Phase II discovery on individual Ad Hoc Group members as Davidson Kempner, Silverpoint, and UBS are conflict parties (.60); email correspondence with T. Foudy and M. Jones with respect to status of same for upcoming phase II trial (.50)</p>	1.10
11/07/13 TF1	<p>Call with M. Rothschild of Morrison & Foerster on additional drafting needed on exculpation arguments in connection with Plan confirmation brief due to involvement of conflict parties Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner (.40); edit draft joint sections of pre-trial order for Phase II of the JSN Adversary Proceeding (1.40); call with M. Moscato, S. Zide and B. O'Neill of Kramer Levin, and T. Goren and A. Lawrence of Morrison & Foerster to discuss same in advance of meet and confer (.60); "meet and confer" call with JSNs' counsel on same (.50); call with G. Skidmore of Kirkland & Ellis and J. Walsh to discuss Rule 30(b)(6) of Ad Hoc Group (.40); follow-up discussion with J. Walsh and J. Mosse re:</p>	4.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 24

same (.40); confer with M. Moscato on process for objecting to exhibits in Phase II trial (.20); emails regarding conflict party Wells Fargo's exhibit list (.20)

11/07/13 MJM	Review Kramer Levin mark-up of JSNs' proposed sections of Joint Pretrial Order re: Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); conference call with T. Foudy, and T. Goren of Morrison & Foerster, and S. Zide of Kramer Levin re: strategy for negotiating Joint Pretrial Order in connection with same (.60); follow-up discussion with T. Foudy re: Phase II litigation issues (.20); correspond with E. Tobin, E. Combs, and M. Jones re: objections to JSNs' proposed Phase II trial exhibits (.30); review Mark Renzi's deposition transcript in connection with Phase II discovery issues (1.80); review mark-up by A. Lawrence of Morrison & Foerster of JSNs' proposed Joint Pretrial Order (.50)	3.60
11/07/13 JJW	Prepare for Rule 30(b)(6) deposition of Ad Hoc Group, including review of Phase II document production from conflict parties Davidson Kempner and other Junior Secured Noteholders (3.00); correspond with J. Semmelman and J. Mosse re: Ad Hoc Group deposition (.50); conference with G. Skidmore of Kirkland & Ellis, T. Foudy, and J. Mosse re: Ad Hoc Group deposition and Ally related issues (.50); follow-up correspondence with J. Mosse and T. Foudy re: same (.30); comment on Houlihan document production and privilege logs (1.00); correspond with J. Mosse re: same (.30); conference with R. Kielty of Centerview and J. Mosse re: Houlihan analysis of intercompany balances prior to the Petition Date (.50); review Snellenbarger declarations from Phase I discovery in connection with deposition preparation (.30); revise deposition outline for Ad Hoc Group deposition in light of conferences throughout the day (1.00)	7.40
11/07/13 MG8	Discuss with D. Bloom inquiry regarding JSN objection language regarding sections 509 and 502(e) of Bankruptcy Code as basis for entitlement to fees (.20); research briefly interplay between sections 502(e) and 509 of the Bankruptcy Code (.40); review correspondence from D. Bloom discussing JSN counterclaims addressing section 502(e) and 509 of the Bankruptcy Code (.30); correspond with D. Bloom to revise proposed Confirmation Brief insert on JSN fees per conference call late on November 6, as Wells Fargo, UBS, Davidson Kempner and Silver Point are conflict parties (.40); telephone conference with M. Rothchild of Morrison & Foerster regarding Assumption Schedule and issues related to Citibank and Cerberus (.30); correspond with M. Rothchild regarding conflict party Oracle agreements to be included on Assumption	2.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 25

	Schedule and issues related to potential assignment by Ally of additional agreements with Oracle (.50); attend to correspondence with A. Doshi, counsel to Oracle, regarding Oracle confirmation objection resolution and agreements to be included on Assumption Schedule (.30)	
11/07/13 MAC	Attend to further review of revised confirmation order in connection with Plan confirmation matters handled by Curtis as conflicts counsel including confirmation objections filed by conflict parties Wells Fargo and JSNs (.50); correspondence with M. Gallagher re: conflict party Oracle Plan objection and assumption schedule (.40)	0.90
11/07/13 EC	Review with E. Tobin and M. Jones documents identified as exhibits by the JSNs and UMB in connection with Phase II of the JSN Adversary Proceeding where conflict parties include Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (8.80); prepare responses and objections to proposed exhibits in connection with same by specifically identifying grounds for objecting to exhibits under the Federal Rules of Bankruptcy Procedure and the Federal Rules of Evidence (3.80)	12.60
11/07/13 MPJ	Coordinate the production of materials to be used in the Ad Hoc Group Rule 30(b)(6) deposition scheduled for November 8, 2013 in connection with the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.80); review documents identified on the Ad Hoc Group's Phase II exhibit list with E. Combs and E. Tobin in order to make preliminary determination regarding (a) whether to object to the admission of said documents into evidence, and (b) the basis for said objection (8.80)	9.60
11/07/13 BMK	Correspond with T. Foudy re: responding to draft joint pretrial order (proposed) for Phase II issues circulated by counsel for the JSNs which include conflict parties Davidson Kempner, Silverpoint and UBS, as including issues not previously raised (.20); review statement of issues, complaints, and counterclaims from Phase I of litigation in connection with same for claims relating to sections 502 and 509 of the Bankruptcy Code (.80); research relating to same for standards governing whether litigants may amend pleadings or otherwise include issues not previously raised on the eve of trial (.50); review D. Bloom and J. Weber email correspondence re: analysis of 502/509 issues (.20); revise draft proposed joint pre-trial order incorporating edits and comments of T. Goren of Morrison & Foerster and T. Foudy (.60); attend portion of conference with J. Berman and J. Weber re: distinguishing exculpation cases referenced by Judge Glenn (.30); review PWS,	4.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 26

Washington Mutual, WR Grace, Coram, and Quincy in connection with same, focusing on underlying plan language for distinguishing factors (1.60)

11/07/13 JTW	Review case law discussed by Judge Glenn at the Disclosure Statement hearing in connection with the exculpation provisions of the Plan covering non-estate fiduciaries to identify distinguishing factors as to why certain cases are inapplicable in the Debtors' circumstances and that the exculpation provisions of the Joint Plan satisfy the standards applicable in the Second Circuit in connection with Plan Confirmation due to objections by conflict parties Wells Fargo and certain members of the Ad Hoc Group, including Silver Point, UBS, and Davidson Kempner (2.20); correspond with J. Berman re: same (.20); prepare initial draft of insert for Plan Confirmation Brief re: same (.30); assist J. Berman in drafting insert (2.10)	4.80
11/07/13 DAB	Research sections 502(e) and 509 of the Bankruptcy Code per T. Foudy query re: references to same in JSNs' Amended Counterclaims, in relation to Phase II and Plan Confirmation issues where Wells Fargo, UBS, Silver Point, and Davidson Kempner are conflict parties (1.20); confer with M. Gallagher re: inquiry regarding JSN objection language regarding section 509 and 502(e) of Bankruptcy Code as basis for entitlement to fees (.20); per T. Foudy request, revise draft insert for Plan confirmation response brief regarding JSN fee issues (.80); email same to T. Foudy (.10); analyze JSNs' limited objection to NCUAB settlement for impact on Plan confirmation/Phase II issues (.50); correspond with M. Gallagher and J. Weber re: standing issues related to same (.20); review court filings to respond to T. Foudy query re: waiver of intercompany claims issue (.40); further diligence regarding Judge Glenn's statements with respect to same, per T. Foudy follow-up query (1.00); review of hearing transcripts re: same (.80); correspond with B. Butterfield re: chart of overlap between Milbank and White & Case work on behalf of Ad Hoc Group and Trustee in connection with Phase II/Confirmation fee dispute issues (.50); correspond with E. Combs and review Examiner Report re: GMAC Financial Services in connection with Phase II exhibits (.50); further revise fee insert for confirmation brief and circulate same to T. Foudy (.50); research regarding applicability of section 1129(a)(4) of the Bankruptcy Code re: "reasonableness" to fee dispute with JSNs (3.00)	9.70
11/07/13 JM	Continue to draft summary of direct testimony of Thomas Marano for use at Phase II trial and Plan confirmation as Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.90); review draft direct testimony of L. Kruger for use in connection with Phase II trial and Plan confirmation	12.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 27

(.30); draft summary of same (.70); review draft outline for deposition of corporate representative of the Ad Hoc Group (.20); review summary of expert report of Mark Renzi for use at Phase II trial and Plan confirmation (.10); review document production from Ad Hoc Group in response to Debtors' discovery requests served in connection with Phase II and Plan confirmation (3.60); correspond with J. Walsh re: same (.10); review summary of expert report of Robert Bingham for use at Phase II trial and Plan confirmation (.10); call with T. Foudy, J. Walsh, and G. Skidmore of Kirkland & Ellis re: Rule 30(b)(6) deposition of Ad Hoc Group to be taken in connection with Phase II and Plan confirmation (.40); meet with J. Walsh re: strategy for Rule 30(b)(6) deposition of Ad Hoc Group re: same (.40); review documents produced by Ad Hoc Group in Phase I in preparation for deposition of corporate representative of Ad Hoc Group re: same (.70); draft revised outline for Rule 30(b)(6) deposition of Ad Hoc Group re: same (3.50); confer with J. Walsh re: same (.20); review declarations of Reid Snellenbarger of Houlihan Lokey submitted in connection with Phase I in advance of Phase II deposition of the Ad Hoc Group corporate representative (.30); call with R. Kielty of Centerview and J. Walsh in preparation for Rule 30(b)(6) deposition of Ad Hoc Group for use in Phase II and Plan confirmation (.50); attention to correspondence re: Debtors' draft Confirmation brief responding to objections by conflict parties (.20)

11/07/13 BB2	Review docket items and insert re: exculpation in connection with the ResCap confirmation brief responding to objections of conflict parties Wells Fargo, WFBNA and noteholders UBS, Silver Point and Davidson Kempner (.40); correspondence with D. Bloom in connection with same (.20); revise memorandum discussing executory contract issues related to the CMH Holdings LLC Agreement with Cerberus, a conflict party, per edits of M. Gallagher in connection with the ResCap Assumption Schedule (1.90)	2.50
11/07/13 SB	Prepare sets of JSN exhibit documents received from Alix Partners per request of E. Tobin in connection with Plan Confirmation due to objections by conflict parties Wells Fargo and certain members of the Ad Hoc Group, including Silver Point, UBS, and Davidson Kempner (6.10); identify cross-duplicate exhibits on JSN and Debtor proposed exhibit lists with E. Tobin (1.40); identify exhibits missing attachments or portions of Bates range identified on exhibit list per request of E. Tobin (3.10); prepare spreadsheet of missing or incomplete exhibits and forward same to Alix Partners for review (.90); prepare sets of replacement exhibits received from Alix Partners per request of E. Tobin (.70)	12.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 28

11/07/13 ET	Work with E. Combs and M. Jones to review and analyze documents on the JSNs' proposed exhibit list for the Phase II of the JSN Litigation, as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties, and draft objections and responses thereto (8.80); work with S. Ballard to identify documents on the JSNs' proposed exhibit list (1.40); review emails with J. Natividad of Alix Partners re: the same (.40); confer with A. Lawrence of Morrison & Foerster re: Plan Proponents' proposed objections and responses to the JSNs' trial exhibit list (.20)	10.80
11/07/13 NG1	Email correspondence with J. Walsh regarding AHG2 production from Milbank in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); transfer document productions from Milbank using secure FTP connection (1.80); process AHG2 productions to Eclipse database for attorney review (2.20); email correspondence with J. Semmelman, J. Walsh, T. Foudy, J. Mosse, and M. Jones with production information received from Milbank (.10)	4.20
11/07/13 ABH	Reformat excel sheet exhibits for printing, as per E. Combs in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (3.80)	3.80
11/08/13 JS	Attend portion of deposition of Reid Snellenbarger of Houlihan Lokey as Rule 30(b)(6) witness designee for Ad Hoc Group, which includes conflict parties UBS, Silver Point, and Davidson Kempner in connection with Phase II and Plan Confirmation (3.60); confer with J. Walsh and J. Mosse re: same (.40); further review of transcript of closing argument in Phase I trial for impact on Phase II issues (.80)	4.80
11/08/13 SJR	Attend to matters regarding dealing with conflict parties for ResCap Plan confirmation and Phase II of trial of JSN adversary proceeding, as Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (2.20); correspondence with J. Semmelman and J. Walsh regarding deposition of ad hoc group member conflict parties in connection with same (.30); review correspondence with J. Semmelman and T. Foudy re: status of JSN fee dispute issues to be litigated in Phase II (.30); email correspondence with same regarding same (.30); attend to matters with respect to outstanding conflict party Wells Fargo confirmation objection and efforts to resolve same (.80)	3.90
11/08/13 TF1	Review draft Committee witness statements in connection with Plan Confirmation and Phase II Trial	4.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 29

due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including UBS, Silver Point and Davidson Kempner (.80); review FGIC opinion for impact on arguments in the Phase II trial and Plan confirmation (.50); review new draft of confirmation brief as it relates to conflict parties (1.20); review email updating exhibit process (.10); emails with L. Marinuzzi of Morrison & Foerster regarding negotiations with conflict party Wells Fargo re: its plan objection (.10); confer with A. Dove of Kramer Levin on same (.20); conference call with E. Schaeffer counsel to Wells Fargo and A. Dove to discuss potential resolution of Wells Fargo objection (.50); review Ally comments to draft plan and confirmation brief (.20); review latest summary of documents received from JSNs in connection with the Phase II trial and Plan confirmation (.10); correspond with J. Mosse and J. Walsh on deposition of Ad Hoc Group 30(b)(6) witness (.30)

11/08/13 JJW	Conduct Rule 30(b)(6) deposition of R. Snellenbarger, corporate designee of the Ad Hoc Group which includes conflict parties UBS, Silver Point and Davidson Kempner in connection with Phase II of the JSN Adversary Proceeding and Plan confirmation (6.00); conference with J. Mosse and J. Semmelman re: deposition issues re: same (.40); review and revise summary of deposition in connection with same (.80)	7.20
11/08/13 MG8	Review and revise language in Confirmation Brief relating to conflict party Oracle Plan Objection and numerous communications with M. Rothchild of Morrison & Foerster regarding same (2.50); attend to communications with D. Marquardt regarding CMH servicing agreement in connection with dispute with Cerberus, a conflict party (.30); confer with M. Rothchild regarding CMH Agreement on Assumption Schedule and follow-up correspondence with M. Cohen regarding same (.30); attend to follow-up with M. Rothchild regarding same (.30); review revised memo on interplay of Delaware LLC act on section 365 of the Bankruptcy Code prepared by B. Butterfield in connection with CMH agreements (2.30); attend to correspondence from T. Foudy regarding reservation of rights in draft Confirmation Order with respect to fees and expenses of JSNs (.20); telephone conference with D. Harris of Morrison and Foerster regarding the same (.20); follow-up correspondence with T. Foudy and D. Harris regarding same (.20)	6.30
11/08/13 MAC	Revise confirmation brief as it relates to conflict parties JSNs, Wells Fargo, PNC, and WFBNA (2.10); follow-up correspondence with M. Gallagher re: open issues on assumption and assignment schedule in connection with same (.80)	2.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 30

11/08/13 EC	Review with M. Jones and E. Tobin documents identified in Defendants' exhibit list for Phase II trial and prepare responses and objections to admissibility of such documents in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (11.90); review deposition testimony of Westman and Aratakis about documents identified as exhibits revising objections in light of testimony on source of documents (.80); review Plaintiffs' and Defendants' lists and identifying duplicate entries (1.70)	14.40
11/08/13 MPJ	Conduct initial review of documents produced by the Ad Hoc Group on November 7 in advance of the 30(b)(6) deposition of the Ad Hoc Group which includes conflict parties UBS, Davidson Kempner, and Silver Point in connection with Phase II and Plan Confirmation (.50); research whether the privilege logs produced by the Ad Hoc Group comply with the Federal Rules of Evidence (.50); analyze documents marked by the Ad Hoc Group as potential exhibits in the Phase II trial/Plan Confirmation trial with E. Tobin and E. Combs, and determine whether (a) the Debtors should object to the use of such evidence at trial and (b) the basis for such objections (11.90)	12.90
11/08/13 BMK	Conference with J. Weber re: research re: JSNs' objections to plan and counterclaims relating to subordination of certain claims holders as noteholders UBS, Davidson Kempner, and Silverpoint are conflict parties (.40); research re: same for cases approving settlements of subordination issues and claims under Bankruptcy Rule 9019 standards (.70); review Court's opinion from FGIC Settlement in connection with same (.90); correspond with J. Berman and J. Weber re: same (.30); summarize FGIC opinion as it relates to Phase II litigation issues re: reasonableness of subordination claim settlements (1.20); revise portion of confirmation reply brief re: exculpation and release provisions as it relates to confirmation objections filed by conflict parties Wells Fargo and the JSNs, incorporating comments of M. Gallagher to same (.40); research whether unimpaired creditors lack standing to object to treatment of plan as it relates to their and other creditor claims (1.10); update reply brief incorporating research re: same (.50); email correspondence with M. Gallagher re: same (.20)	5.70
11/08/13 JTW	Correspond with J. Walsh re: documents for the Phase II 30(b)(6) witness of the Ad Hoc Group representative in connection with Curtis' representation as conflicts counsel in the Phase II trial and Plan Confirmation as UBS, Davidson Kempner, Silver Point and Wells Fargo are conflict parties (.20); review case docket to verify witness testimony re: preparation of JSN PSA terms	5.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 31

and amendments (.60); confer with D. Bloom re: same (.20); conduct research with respect to the Defendants' diminution claims as to whether an alleged claim for subordination of a given creditor's claim can count as a risk factor in valuing a litigation asset in connection with the Phase II JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (1.20); conduct research as to the standard and depth a court must review subordination claims in a settlement context pursuant to Bankruptcy Rule 9019 in light of the absolute priority rule (2.10); confer with B. Kotliar re: subordination of monoline insurer claims in connection with same (.40); review Judge Glenn's Order granting FGIC settlement re: as to subordination claims in connection with same (.80); assist B. Kotliar in providing summary of research of FGIC decision in connection with same (.40)

11/08/13 DAB	Analyze changes to Kramer Levin's further revised draft confirmation brief for impact on matters addressed by Curtis as conflicts counsel such as fee dispute with the Junior Secured Noteholders, which include conflict parties UBS, Silver Point and Davidson Kempner (.70); analyze same re: conflict party Wells Fargo plan objection and issues related to same (.50); revise fee insert to Confirmation brief based on changes to same (.40); correspond with M. Gallagher, T. Foudy and B. Kotliar re: same (.80); review correspondence with Kramer Levin re: Wells Fargo issues (.30); review UMB statement re: Wells Fargo rights under Plan (.50); analyze same against Plan and Indenture language (1.00); correspond with J. Weber re: same (.20); call with D. Phillips re: same (.80); further analysis of potential resolutions to conflict party Wells Fargo confirmation objection per T. Foudy and M. Gallagher comments re: same (1.80)	7.00
11/08/13 JM	Review additional production of documents from the Ad Hoc Group, which includes conflict parties UBS, Silver Point and Davidson Kempner, in response to discovery requests served by Debtors in connection with Phase II and Plan confirmation (1.10); prepare for Rule 30(b)(6) deposition of Ad Hoc Group for use in Phase II and Plan confirmation (.40); correspond with J. Walsh re: same (.20); assist with administering Rule 30(b)(6) deposition of Reid Snellenbarger of Houlihan Lokey as corporate representative of the Ad Hoc Group for use in connection with Phase II and Plan confirmation (6.00); confer with J. Semmelman and J. Walsh re: same (.40); draft email summarizing Rule 30(b)(6) deposition results (1.00)	9.10
11/08/13 BB2	Review correspondence with J. Semmelman, T. Foudy, D. Bloom regarding papers filed in ResCap Chapter 11 cases by White & Case, Milbank on behalf of the JSNs,	5.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 32

Notes Trustee in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30); conduct a comprehensive review of papers filed by White & Case, Milbank on behalf of the JSNs, Notes Trustee between May 2013 and October 2013 per correspondence with same in connection with same (4.10); draft summary sheet for J. Semmelman, T. Foudy, D. Bloom discussing work performed by White & Case, Milbank for the JSNs, Notes Trustee in connection with same (1.40)

11/08/13 FRG	Set up and circulate numerous calendar entries relating to Phase II Trial of Adversary Proceeding where Wells Fargo and noteholders UBS and Loomis are conflict parties (1.10)	1.10
11/08/13 DP2	Call with D. Bloom re: UMB statement for impact on dispute in connection with Phase II and Plan Confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.80); email correspondence with D. Bloom, J. Weber, and J. Walsh re: same (.40)	1.20
11/08/13 ET	Work with E. Combs and M. Jones to review and analyze documents on the JSNs' proposed exhibit list for the Phase II of the JSN Litigation, as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties, and draft objections and responses thereto (11.90); draft email to A. Lawrence of Morrison & Foerster enclosing proposed objections and responses to the JSNs' trial exhibit list (.30); confer with A. Lawrence and S. Ballard re: identification of certain documents on the JSNs' proposed exhibit list (.50); conduct research re: hearsay exceptions under the Federal Rules of Evidence, including admissibility of executed agreements, certain court-filed documents and Examiner's Report as admissible evidence (.70)	13.40
11/08/13 NG1	Email correspondence with J. Walsh regarding AHG2 production from Milbank in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.10); process AHG2 production to Eclipse database for attorney review (2.20); email correspondence with J. Semmelman, T. Foudy, J. Walsh, J. Mosse, and M. Jones with production information received from Milbank (.10)	2.40
11/09/13 JS	Emails with J. Walsh re: privilege logs and Reid Snellenbarger deposition re: discovery issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Defendants Wells Fargo and noteholders UBS, Silver Point and	1.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 33

Davidson Kempner are conflict parties (.30); review Indenture Trustee UMB Bank's statement in response to conflict parties Wells Fargo plan objections (.30); review Opinion dated September 13, 2013 [Docket No. 5042] in connection with same (.60)

11/09/13 SJR	Review draft of pre-trial Order for Phase II in connection with JSN litigation as defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (.70); note comments and mark-up of same including review of comments from T. Foudy (1.40)	2.10
11/09/13 TF1	Emails with A. Dove of Kramer Levin regarding progress of negotiations with conflict party Wells Fargo re: Plan objection (.10); provide comments on Milbank's revised version of joint pre-trial order in connection with the Phase II trial where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.70); review and respond to email comments from T. Goren and C. Kerr of Morrison & Foerster and S. Zide of Kramer Levin in connection with same (.40)	2.20
11/09/13 MG8	Correspond with M. Rothchild of Morrison & Foerster regarding language to resolve conflict party Oracle Confirmation Objection related to assumption and rejection of Oracle agreements (.10); follow-up with correspondence to A. Doshi, counsel to Oracle, with respect to the same (.30); review latest draft of Confirmation Brief (1.20); research issue on impact of assumption on fraudulent transfer claims and follow-up with M. Cohen regarding same in connection with support to remove CMH agreements from Assumption Schedule in connection with dispute with Cerberus, a conflict party (.80); follow-up correspondence with B. Butterfield to research on the same (.30); review memo prepared by B. Butterfield regarding same (.40); follow-up correspondence with M. Cohen and B. Butterfield re: same (.40); review Examiner's discussion of CMH transaction with Cerberus (.50); telephone conference with M. Cohen to discuss same (.30); correspondence to Debtors and M. Rothchild of Morrison & Foerster regarding potential impact of leaving CMH agreements on Assumption Schedule (.10); telephone conference with M. Rothchild regarding same (.20); draft email to D. Marquardt regarding potential impact of keeping CMH agreements on assumption schedule (.30); attend to correspondence with B. Kotliar regarding circulating Curtis comments to Omnibus Response to Confirmation Objections with respect to objections of conflict parties (.20)	5.10
11/09/13 MAC	Review case law research provided by B. Butterfield in connection with treatment of CMH agreement under the plan as it relates to dispute with Cerberus, a conflict party and impact treatment of CMH agreement could	1.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 34

	have on estate claims against Cerberus (1.00); telephone conference with M. Gallagher re: same (.30)	
11/09/13 BMK	Review and revise draft confirmation reply brief received from R. Ringer of Kramer Levin per research and review performed during the week in connection with portion of reply relating to objections filed by conflict parties Wells Fargo and Ad Hoc Group of junior secured noteholders, which includes conflict parties UBS, Davidson Kempner, and Silver Point (.50); email correspondence with T. Foudy and M. Gallagher re: same (.10)	0.60
11/09/13 JM	Correspond with J. Walsh re: counter designations of the Ad Hoc Group, which includes conflict parties UBS, Silver Point and Davidson Kempner, to deposition testimony of C. Bastable of conflict party Davidson Kempner for use at Phase II trial and Plan confirmation (.40); review Ad Hoc Group's counter-designations of deposition testimony of C. Bastable of Davidson Kempner in connection with same (.80); draft summary of testimony of C. Bastable designated by Debtors and counter-designated by Ad Hoc Group re: same (.90); draft list of supplemental exhibits for Debtors' list of exhibits to be used at Phase II trial and Plan confirmation (.50); correspond with J. Walsh and A. Lawrence of Morrison & Foerster re: same (.10)	2.70
11/09/13 BB2	Correspondence with M. Cohen and M. Gallagher regarding whether a debtor may later avoid, as constructive fraudulent transfers, transfers pursuant to an executory contract assumed under Section 365 in connection with the CMH Holdings LLC Agreement in connection with the ResCap Plan Confirmation and Assumption Schedule (.20); perform initial research regarding same in connection with same (2.10); correspondence with M. Gallagher regarding results of initial research (.10); continue to research avoidance of pre-petition transfers, with particular focus on the Coudert Bros and Kiwi International Airlines cases (.90); draft memorandum about same in connection with same (1.70); correspondence with M. Cohen and M. Gallagher in connection with same (.10)	5.10
11/09/13 ET	Review proposed objections and responses to the JSNs' proposed trial exhibit list in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.40); draft and respond to emails with E. Combs and C. Kerr, A. Lawrence and K. Sadeghi of Morrison & Foerster re: same (.30); telephone call with K. Sadeghi re: responses and objections to the JSNs' proposed Phase II trial exhibit list (.50); follow-up email correspondence with K. Sadeghi re: same (.20); review emails from A. Lawrence re: deposition designations and objections,	2.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 35

	exchange of exhibit lists and deposition transcripts (.20); draft email to J. Mosse and J. Walsh re: proposed exhibits for the Debtors' trial exhibit list for the Phase II trial (.10); review the JSNs' supplemental exhibit list (.20); draft and respond to emails with M. Jones, E. Combs and S. Ballard re: same (.30)	
11/10/13 JS	Work on deposition designations for Reid Snellenbarger, Rule 30(b)(6) designee for the Ad Hoc Group which includes conflict parties UBS, Silver Point and Davidson Kempner in connection with Phase II and plan confirmation (1.10); emails re: same with J. Walsh, T. Foudy and J. Mosse (.30); review conflict party Wells Fargo designations (.20)	1.60
11/10/13 SJR	Follow-up correspondence with T. Foudy and M. Moscato regarding matters related to Plan confirmation with respect to conflict parties Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner, such as outstanding research and analysis of Plan objections of same (1.10); review status of ongoing research on disputed issues in connection with same for use at trial (.70); review revised draft Phase II Joint Pre-Trial Order (.50); note comments to same regarding issues being addressed by Curtis as conflicts counsel (.80); continue work on confirmation brief in addressing concerns related to JSN adversary proceeding in which Wells Fargo, DK and UBS are conflict parties where Curtis is addressing concerns on behalf of debtors (2.40)	5.50
11/10/13 TF1	Conference call with G. Lee, T. Goren and J. Marines of Morrison & Foerster on comments to omnibus reply to confirmation objections due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Davidson Kempner, Silver Point, and UBS (.80); follow-up call with same re: revised draft later in day (.40); provide comments on reply and latest draft of confirmation brief (1.20); emails from G. Lee and C. Kerr of Morrison & Foerster and S. Zide of Kramer Levin with further comments to revised joint pre-trial order for Phase II litigation and cover email for sending revised version to Milbank (.90); begin editing draft of Phase II legal contentions for pre-trial order (1.00)	4.30
11/10/13 MJM	Review full set of plaintiffs' draft written direct testimony in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.00); discussion with E. Tobin and E. Combs re: admissibility of AFI emails in connection with same (.30)	1.30
11/10/13 JJW	Designate deposition testimony of R. Snellenbarger, Rule 30(b)(6) witness designee for the Ad Hoc Group,	1.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 36

which includes conflict parties Davidson Kempner, Silver Point and UBS, in connection with the Phase II trial and Plan confirmation (1.20); emails with J. Mosse and J. Semmelman re: Snellenbarger designations (.40)

11/10/13 MG8	Attend to correspondence from T. Foudy regarding comments to Omnibus Reply to Confirmation Objections circulated by Committee, specifically with respect to conflict party Wells Fargo objection (.20); review language in Confirmation Brief addressing Wells Fargo issues (.40); attend to follow-up with D. Bloom regarding same as it relates to insert to Omnibus Reply with respect to Wells Fargo confirmation objection (.30); review proposed insert to Omnibus Reply with respect to Wells Fargo objection drafted by D. Bloom and follow-up correspondence with M. Cohen regarding same (.20); review revised language proposed by M. Cohen with respect to Wells Fargo objection (.20); attend to several correspondence with T. Foudy and D. Bloom regarding comments to Confirmation Brief relating to JSNs' fees and expenses and related follow-up with same (.50); telephone conference with D. Bloom to complete insert to Omnibus Reply with respect to Wells Fargo confirmation objection (.30); review updated memo from B. Butterfield relating to impact of assumption on fraudulent transfer actions (.30)	2.40
11/10/13 MAC	Revise reply to confirmation objections raised by conflict parties Wells Fargo, WFBNA, and the Ad Hoc Group of Junior Secured Noteholders which includes conflict parties UBS, Silver Point and Davidson Kempner (1.00); revise confirmation brief in connection with same (.80)	1.80
11/10/13 EC	Review supplemental documents identified by JSNs as exhibits for the Phase II trial where Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.50); prepare list of objections to same in connection with same (.40); research secondary sources, including law review articles, relating to admissibility pursuant to party admissions exception found in Federal Rule of Evidence 801(d)(2) re: statements made by parties voting in favor of the plan during the confirmation hearing (2.10); teleconference with M. Moscato re: same (.30); review parties' exhibit lists with M. Jones and E. Tobin and identify duplicate exhibits by both parties to facilitate meet and confer process (3.00); update list in connection with same to reflect results of same (1.10)	7.40
11/10/13 MPJ	Analyze documents identified on the Ad Hoc Group's supplemental exhibit list in order to determine whether the Debtors should object to the admission of such	7.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 37

documents in the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); review and analyze, with E. Combs and E. Tobin, both the Debtors' and the Ad Hoc Group's respective exhibit lists in order to determine whether the two sides have listed duplicate documents in connection with same (3.00); research case law regarding whether Ally Financial, as a supporter of the plan, but not the plan proponent, constitutes an "opposing party" pursuant to the Federal Rules of Evidence (2.60); review case law to determine whether hearsay statements made by Ally Financial may be offered as party admissions against the Debtors (.60)

11/10/13 DAB	Extensive edits to draft confirmation brief per T. Foudy and M. Gallagher direction in relation to Plan Confirmation and Phase II issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (5.70); telephone conference with M. Gallagher to complete insert to Omnibus Reply with respect to Wells Fargo confirmation objection (.30)	6.00
11/10/13 JM	Review final transcript of deposition of Reid Snellenbarger, Rule 30(b)(6) corporate representative of the Ad Hoc Group which includes conflict parties Davidson Kempner, Silver Point and UBS, taken by Debtors in connection with Phase II litigation and Plan confirmation (.90); designate portions of same for use at Phase II trial (1.20); review proposed designations of J. Walsh of testimony of same in connection with same (.50); correspond with J. Walsh and J. Semmelman re: same (.20)	2.80
11/10/13 BB2	Research whether related contracts may be interpreted as a single unified contract for the purposes of section 365 of the Bankruptcy Code for insert to memorandum discussing whether a debtor may later avoid, as fraudulent transfers, pre-petition transfers made pursuant to an assumed executory contract in connection with the CMH Holdings LLC Agreement in connection with the Residential Capital Plan Confirmation and Assumption Schedule for M. Cohen and M. Gallagher (1.30)	1.30
11/10/13 SB	Prepare sets of documents for JSN supplemental exhibits as received from Alix Partners per request of E. Tobin in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.20); review supplemental exhibit lists for cross-duplicates per request of E. Tobin (.30); prepare set of deposition transcripts identifying introduction of exhibits per request of E. Tobin (.30); compile supplemental exhibit	2.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 38

documents according to exhibit name and forward all to Morrison & Foerster, per request of E. Tobin (.20)

11/10/13 ET	Email correspondence with M. Jones, E. Combs and S. Ballard re: review and analysis of the JSNs' supplemental trial exhibits for Phase II of the JSN Litigation, as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (.30); work with E. Combs and M. Jones to review and analyze documents on the JSNs' proposed exhibit list in connection with same, read relevant portions of deposition testimony and draft objections and responses thereto (3.00); email correspondence with A. Lawrence, C. Kerr and K. Sadeghi of Morrison & Foerster re: JSNs' argument that certain statements by AFI are admissible under F.R.E. 801(d)(2) (.40); review research provided by E. Combs and M. Jones re: admissibility of an opposing party's statements under F.R.E. 801(d)(2) in connection with same (3.10); confer with E. Combs and M. Moscato re: same (.30); telephone call with A. Lawrence of Morrison & Foerster re: rebuttal of the JSNs' argument that certain statements by AFI are admissible under F.R.E. 801(d)(2) in light of research analysis (.20); follow-up email correspondence with E. Combs and M. Jones re: same (.20)	7.50
11/11/13 JS	Review deposition designations of the Ad Hoc Group, which includes conflict parties UBS, Silver Point and UBS, in connection with Plan Confirmation and Phase II of the JSN Adversary Proceeding (.40); review proposed counter-designations by Debtors (.30); emails re: same with J. Walsh and J. Mosse (.20); review various trial exhibits designated by the Ad Hoc Group in connection with same (.30); emails re: same with J. Walsh and E. Tobin (.10); review draft motion in limine in connection with same (.20); review draft Phase II contentions of Debtors for impact on fee dispute issues (.70); review draft Phase II contentions of Debtors for impact on objections by conflict parties (.70); emails re: same with T. Foudy and J. Walsh (.10); confer with J. Walsh and J. Mosse re: depositions and next steps (.40); further review of docket materials in connection with Phase II subordination issues (3.50); emails re: Ad Hoc Group privilege log documents with J. Walsh, J. Moss and M. Jones (.20); review chart of responses to objections to plan (.20)	7.30
11/11/13 SJR	Review draft reply to confirmation objections (.50); note comments to same with respect to objections of conflict parties Wells Fargo, WFBA and noteholders UBS, Silverpoint and Davidson Kempner (.80); review and comment on Omnibus Reply Chart related to objections of conflict parties PNC and Wells Fargo (.80)	2.10
11/11/13 TF1	Conference call with E. Schaeffer, counsel to conflict party Wells Fargo, regarding whether Wells Fargo	10.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 39

confirmation objection can be resolved (.30); follow-up call with A. Dove of Kramer Levin regarding same (.30); follow-up emails with E. Schaeffer regarding same (.10); provide comments on draft reply to confirmation objections as it relates to conflict parties Wells Fargo and certain members of the Ad Hoc Group, including Silver Point, UBS, and Davidson Kempner (.80); provide comments to legal contentions for pre-trial order for Phase II litigation where Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.70); participate in conference call with T. Goren, G. Lee, and G. Manus of Morrison & Foerster and M. Moscato to discuss same (.80); revise legal contentions for joint proposed Phase II pre-trial order in light of comments received on call and in follow-up emails (5.20); call with K. Eckstein and B. O'Neill of Kramer Levin, along with G. Lee and T. Goren of Morrison & Foerster and M. Moscato to discuss same (1.00); call with A. Lawrence, K. Sadeghi, and R. Baehr of Morrison & Foerster, E. Combs, and E. Tobin to discuss preparation for "meet and confer" on pre-trial order (.40); emails with E. Tobin regarding objections to AFI exhibits (.10); review D. Blabey of Kramer Levin revisions to legal contentions section of pre-trial order (.30); review and sign-off on draft stipulation regarding trial testimony and deposition cancellation (.10)

11/11/13 MJM	Review Plaintiffs' draft Phase II contentions for Pretrial Order in connection with Phase II of the JSN Adversary Proceeding as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.80); conference call with T. Foudy and Gary Lee, T. Goren, and J. Marines of Morrison and Foerster re: Phase II contentions contained in same (.80); edit section of Phase II contentions for Pre-Trial Order dealing with allocation of Ally \$2.1 billion settlement contribution (1.50); review T. Foudy revisions to Phase II contentions for Pre-trial Order (.80); review Creditors' Committee's mark-up of Phase II contentions in connection with same (.30); participate in conference call with T. Foudy and K. Eckstein and B. O'Neill of Kramer Levin, along with G. Lee and T. Goren of Morrison & Foerster to discuss same re: Phase II contentions for Pre-trial Order and strategy moving forward re: same (1.00)	6.20
11/11/13 JJW	Continue to designate testimony of Reid Snellenbarger, Rule 30(b)(6) corporate designee for the Ad Hoc Group, which includes conflict parties Davidson Kempner, Silver Point, and UBS, for Phase II and Plan Confirmation (1.40); conference with J. Semmelman and J. Mosse re: same (.40); comment on draft omnibus response to Plan objections in connection with conflict party issues raised by Oracle America, Wells Fargo, and the Ad Hoc Group (1.00); counterdesignate	9.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 40

to the Junior Secured Noteholders' designations of Reid Snellenbarger (1.00); conference with A. Lawrence of Morrison & Foerster re: exhibits and additional deposition designations (.50); correspondence with T. Foudy re: marked exhibits from Phase II discovery and objections thereto (.30); comment on written direct testimonies of Plan Proponents, including Barbara Westman, Lewis Kruger and Mark Renzi (3.00); summarize expert testimony of Mark Renzi and Gina Gutzeit for use as reference at the Phase II trial and Plan confirmation (1.00); summarize expert testimony of Michael Fazio re: same (.50); summarize rebuttal testimony of Michael Fazio re: same (.50)

11/11/13 MG8	<p>Comment on portions of Omnibus Reply chart related to confirmation objections by conflict parties Oracle, PNC Mortgage, and Wells Fargo (1.20); follow-up with D. Bloom regarding same (.30); attend to numerous communications throughout the day with A. Doshi, counsel to Oracle in order to come to understanding on agreements to be transferred by Debtors to Liquidating Trust and language to read into the record regarding treatment of agreements upon rejection in order to address Oracle's confirmation objection (2.30); numerous communications throughout the day with M. Rothchild of Morrison & Forester regarding the same (.60); further review of mark-up of Omnibus Reply chart including all Curtis comments assembled by D. Bloom (.90); correspondence with D. Bloom regarding transmittal of the same to Kramer Levin (.20); attend to review of research regarding lien releases and payment intangibles in order to provide guidance to D. Bloom and J. Weber in drafting inserts for contentions for Phase II in JSN Adversary Proceeding in which Wells Fargo and noteholders UBS, Silverpoint, and Davidson Kempner are conflict parties (.80); email to J. Weber regarding draft insert on payment intangibles for contentions (.20); attend to correspondence from T. Foudy regarding the same (.20)</p>	6.70
11/11/13 MAC	<p>Continue to revise confirmation brief in connection with objections raised by conflict parties Wells Fargo, WFBNA, and the Ad Hoc Group of Junior Secured Noteholders which includes conflict parties UBS, Silver Point and Davidson Kempner (.30); revise objection reply chart re: same (1.10); correspond with M. Gallagher re: Plan confirmation issues and contract assumption issues in connection with same (.40)</p>	1.80
11/11/13 EC	<p>Review terms of chapter 11 bankruptcy plan in connection with preparing synopsis of AFI's role in plan confirmation to assist in response to claims that Ally is an opposing party to the JSNs for the purposes of Federal Rule of Evidence 801(d)(2) in connection with Phase II of the JSN Adversary Proceeding where</p>	9.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 41

Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.60); prepare synopsis of same with specific attention to FRE 801(d)(2) issues (1.10); teleconference with E. Tobin, T. Foudy, and K. Sadeghi, R. Baehr, and A. Lawrence of Morrison & Foerster to discuss strategy for meet and confer on exhibit lists, pretrial order and deposition designations (.40); review documents identified by conflict party Wells Fargo as Phase II exhibits (.70); prepare responses and objections to identified documents in connection with same (.40); research relating to which parties are considered "parties to" or "opposing parties" in plan confirmation process (3.40); research relating to admissibility of statement made by consenting creditor under Federal Rule of Evidence 801(d)(2) at plan confirmation (2.70)

11/11/13 MPJ	Research whether bankruptcy-related case law addresses whether Ally Financial Inc. is an "opposing party" to the Ad Hoc Group, which includes conflict parties UBS, Silver Point, and Davidson Kempner, on the grounds that Ally has supported, while the Ad Hoc Group has objected to, the confirmation of the Debtors' plan in connection with Phase II and Plan Confirmation (1.90); correspond with E. Tobin and E. Combs re: current status of research efforts related to defining an "opposing party" (.20); draft summary of research re: definition of "opposing party" (1.00); review plausible arguments of both the Debtors and the Ad Hoc Group of Junior Secured Noteholders could make to support their positions regarding whether or not Ally Financial Inc. is an opposing party (1.80)	4.90
11/11/13 BMK	Email correspondence with J. Weber re: revising proposed Phase II contentions relating to the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties re: intercompany claims as general intangibles and payment intangibles under the Uniform Commercial Code (.50)	0.50
11/11/13 JTJ	Provide T. Foudy, and M. Moscato with comments to the preliminary draft of the Debtors' and Committee's Phase II Contentions with respect to issues involving the intercompany balances in connection with Phase II of the JSN Adversary Proceeding and Confirmation of the Joint Plan where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.30); review of Phase II Scheduling Order and Confirmation Discovery Protocol circulated by B. Kotliar (.70); conduct research in connection with Plan Confirmation as to whether consenting claimants constitute parties in contested plan confirmation hearing in connection with party admission exception to hearsay rule (3.10); provide T. Foudy with proposed revisions to the Phase II Contentions re: classification	7.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 42

of intercompany claims and the lack of an obligation to pay such claims prepetition (1.30); incorporate comments of T. Foudy into Plaintiffs' Phase II Contentions re: Intercompany Balances falling outside the meaning of general intangibles as provided in the Notes Security Agreement and the Uniform Commercial Code (.90)

11/11/13 DAB	Review production of the Junior Secured Noteholders' documents produced in Phases I and II in relation to fee analysis per J. Walsh request in relation to Plan Confirmation and Phase II issues related to the JSN adversary proceeding in which Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); review correspondence from T. Foudy and J. Weber re: Phase II contentions with respect to fee dispute (.40); extensive revision to Kramer Levin's draft Plan Confirmation objection response chart in connection with same (4.50); further revision to incorporate M. Gallagher comments to same (.50); draft cover email with redlines of same to T. Foudy (.40); correspond with M. Gallagher re: same (.30); review General Intangibles materials per T. Foudy request (.30)	9.40
11/11/13 JM	Review Ad Hoc Group's deposition designations for use at Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review Rule 30(b)(6) deposition transcript of Reid Snellenbarger, Ad Hoc Group designee, taken in connection with same (.50); draft memorandum summarizing portions of same for use at the Phase II trial and Plan confirmation (.50); attention to correspondence re: JSNs' supplemental exhibit list with objections for use at same (.20); draft counter-designations of Reid Snellenbarger's deposition testimony for use at same (.50); review updated draft direct testimony of Tammy Hamzehpour for use at same (.40); update memorandum summarizing testimony of Tammy Hamzehpour re: same (.40); review updated draft direct testimony of Barbara Westman for use at same (.50); update memorandum summarizing testimony of Barbara Westman re: same (.40); review updated draft direct testimony of Lewis Kruger for use at same (.70); draft email re: comments to updated draft direct testimonies of Debtors' fact witnesses for Phase II trial (.60); update memorandum re: expert witness reports and rebuttal reports submitted in connection with Phase II in the JSN Adversary Proceeding (.60); review memorandum summarizing deposition testimony of Lewis Kruger taken in connection with same (.30); draft memorandum re: proposed direct testimony of Lewis Kruger for use at same (2.20); confer with J. Walsh and J. Semmelman re: expert reports and fact witness testimony for use at same (.40); review privilege and	9.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 43

redaction logs submitted in connection with the Ad Hoc Group's document production in response to document requests served by the Debtors (.50); draft email to J. Walsh re: same (.20)

11/11/13 BB2	Review party identifications and case citations in confirmation objection response chart in connection with the ResCap plan confirmation as objections to the plan were filed by conflict parties Wells Fargo, WFBNA, Oracle America, PNC, and noteholders UBS, Silver Point and Davidson Kempner (1.80); correspond with D. Bloom in connection with same (.20); review docket items and correspond with J. Semmelman about same in connection with same (.10); research retention and filings by the Ad Hoc Group, White & Case, Akin Gump, and Kelley Drye (.40); update summary with results in connection with same (.40); correspond with D. Bloom in connection with same (.10)	3.00
11/11/13 SB	Prepare updated index of deposition exhibits for witnesses deposed in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (1.00); update electronic filenames of Defendants' exhibits with exhibit names from updated list and transfer to Morrison Foerster team (1.30); update hard copy Defendants' exhibits with exhibit names from updated list in preparation for meet and confer (2.30); file emails and drafts received from Counsel in electronic filing system per request of E. Tobin to streamline attorney review of Phase II Plan Confirmation (.30); file Defendants' exhibits in electronic filing system per request of E. Tobin (1.50)	6.40
11/11/13 ET	Review proposed trial exhibits on Wells Fargo's supplemental exhibit list for the Phase II trial of the JSN Litigation, as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties in order to draft responses and objections thereto (.50); provide results of same to A. Lawrence and K. Sadeghi of Morrison & Foerster (.10); review relevant documents and transcripts from the Phase 1 trial of the JSN Litigation pertaining to treatment of statements by AFI (.60); telephone call with R. Abdelhamid of Morrison & Foerster re: same (.30); draft response to counsel for the JSNs re: objections to statements by AFI and its predecessors as hearsay, and provide the same to A. Lawrence and K. Sadeghi of Morrison & Foerster (.40); email correspondence with J. Walsh and J. Semmelman re: JSNs' proposed trial exhibits for the Phase II trial of the JSN Litigation (.30); continue to conduct research re: admissibility of an opposing party's statements under F.R.E. 801(d)(2) re: whether creditors are opposing parties in plan confirmation proceedings (2.80); correspond with E. Combs and M.	9.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 44

Jones re: same (.80); confer with A. Lawrence and K. Sadeghi re: preparation for November 12, 2013 meet and confer with the JSNs' re: objections and responses to proposed trial exhibits (.30); conference call with T. Foudy and E. Combs and A. Lawrence, K. Sadeghi and R. Baehr of Morrison & Foerster re: preparation for November 12, 2013 meet and confer with the JSNs' re: objections and responses to proposed trial exhibits, the joint pre-trial order and deposition designations (.40); continue to review the JSNs' proposed trial exhibits and the Plan Proponents' responses and objections thereto in preparation for November 12, 2013 meet and confer (3.10); correspond with E. Combs and M. Jones re: same (.30)

11/12/13 JS	Review latest edits to confirmation brief for impact on fee dispute issues and objections by conflict parties Wells Fargo and the JSNs which includes conflict parties UBS, Silver Point and Davidson Kempner (.30); emails with T. Foudy and D. Bloom re: confirmation brief issues in connection with same (.20); review latest draft reply to objections to Plan confirmation in connection with same (.30); review edits to latest draft of motion in limine in connection with same (.20); review draft Phase II contentions in connection with same (.30); emails with T. Foudy and D. Bloom re: edits to Phase II contentions in connection with same (.20); email correspondence with T. Foudy re: fee issue in connection with same (.10); emails with K. Eckstein of Kramer Levin re: edits to Phase II contentions (.20)	1.80
11/12/13 SJR	Attend to review of comments of Joint Pre-Trial Order for Phase II trial, as defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties in an effort to resolve objections to same (1.30)	1.30
11/12/13 TF1	Review revised draft of pre-trial order received from Milbank in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); draft email to Debtors' and Committee counsel commenting on same (.30); attend conference call with B. Kotliar, E. Tobin (partial), E. Combs (partial), S. Zide of Kramer Levin, and D. Perry of Milbank re: meet and confer re: stipulated portions of the proposed joint pretrial order (.60); follow-up conference with B. Kotliar and S. Zide re: Defendants' proposed changes and edits to stipulated joint pretrial order (.20); conference call with B. Kotliar, T. Goren of Morrison & Foerster, and S. Zide re: same and proposed language to resolve pleading issues re: JSNs' counterclaims (.70); conference call with B. Kotliar, counsel for the Committee, and D. Perry of Milbank re: Plan Proponents' edits to joint pre-trial order and resolving open issues re: same in advance of filing	8.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 45

deadline and follow-up conference with counsel for the Committee re: same (.50); revise joint portions of pre-trial order in light of phone calls and email comments from counsel throughout the day (3.10); review latest changes on drafts of contentions and omnibus reply to objections (2.10)

11/12/13 MJM	Revise Plaintiffs' contention section of draft Pre-Trial Order for Phase II litigation as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.00); draft email to D. Blabey of Kramer Levin re: same (.30); edit draft response to objections to confirmation raised by conflict parties including Wells Fargo and JSNs Davidson Kempner, UBS, and Silver Point (.90); draft email to R. Ringer of Kramer Levin re: same (.30); review revised versions of Contentions section of Pre-Trial Order (.80); review revised responses to confirmation objections (.60)	3.90
11/12/13 JJW	Review draft list of exhibits and corresponding objections thereto in connection with discovery of conflict parties in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); conference with J. Mosse re: same (.50); comment on draft written statements in support of Plan Confirmation in connection with same (3.00); review expert report of Raymond Lyons in connection with Phase II discovery issues (1.40); correspond with M. Moscato and T. Foudy re: written direct testimonies and preparation for Phase II and Plan Confirmation trial (.40); comment on draft motion in limine to exclude Lyons testimony re: same (.70); conference with J. Mosse re: same (.40); review expert reports of Michael Fazio and Mark Renzi in connection with Phase II discovery issues, including analysis by conflict parties of value of intercompany balances (1.50)	8.40
11/12/13 MG8	Attend to numerous communications from Colette Wohl and Holly Scally of Residential Capital and M. Rothchild of Morrison & Foerster regarding revised language to propose to conflict party Oracle in an effort to resolve Oracle's confirmation objection (.40); revise suggested language to Confirmation Order for Oracle issues (.50); review and comment on latest draft of Omnibus Reply with focus on issues related to Wells Fargo and JSN fees (2.80); attend to several communications with D. Bloom re: same (.40); analyze draft Reply chart to ensure accuracy (.40); attend to review of draft confirmation order for language addressing Wells Fargo and JSN fee issues (.50); attend to multiple communications with D. Bloom, J. Weber, and D. Phillips regarding various rights to fees and expenses under JSN loan and security documents (1.20); attend	8.00

to correspondence with T. Foudy regarding Plan provisions regarding Court's continued role in determining fees and expenses (.30); call with S. Zide and M. Rothchild to discuss resolution of Oracle objection and proposed language for Confirmation Order (.30); revise language accordingly and circulate to A. Doshi, counsel to Oracle (.60); attend to correspondence with J. Semmelman, D. Bloom, and T. Foudy regarding K. Eckstein view of riders for Reply brief and contentions on JSN fee issues (.30); review filed J. Morrow affidavit regarding tabulation of votes on Chapter 11 Plan (.30)

11/12/13 MAC	Conduct review of redlined version of the Plan and Confirmaton benefit analysis of revisions and impact of same on conflict parties Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner and related matters being handled by Curtis (1.70)	1.70
11/12/13 EC	Attend teleconference meet and confer with T. Foudy, E. Tobin, and B. Kotliar of Curtis along with K. Sadeghi and A. Lawrence of Morrison & Foerster, and D. Perry and R. Fissel of Millbank relating to deposition designations, trial exhibits and pre-trial order in connection with Phase II of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.60); email with E. Tobin prior to call re: strategy in addressing exhibit list issues in connection with same (.10); compare Defendants' updated list in order to ensure no alteration in same (.40); provide update to T. Foudy, M. Moscato, E. Tobin, and S. Ballard re: changes in connection with same (.30); draft email to E. Tobin re: same (.30); review Plan Proponents' and Defendants' exhibit lists to identify duplicate entries (1.70); research relating to whether Ally is an opposing party for the purposes of Federal Rule of Evidence 801(d)(2) (1.80); meet with M. Jones and E. Tobin to discuss research findings re: same (.30); draft portion of memorandum re: same (.70)	6.20
11/12/13 MPJ	Draft formal memorandum summarizing results of research into whether or not Ally Financial Inc. is an "opposing party" to the Ad Hoc Group of Junior Secured Noteholders, which includes conflict parties UBS, Silver Point, and Davidson Kempner, for the purposes of Federal Rule of Evidence 801(d)(2) in connection with the Phase II Trial and Plan Confirmation (2.80); meet with E. Combs and E. Tobin to discuss research findings re: same (.30)	3.10
11/12/13 BMK	Prepare for calls and conferences regarding negotiating the stipulated portions of the proposed Joint Pre-Trial Order in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders	5.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 47

Davidson Kempner, Silver Point and UBS are conflict parties (.40); attend conference call with T. Foudy, E. Tobin (partial), E. Combs (partial), S. Zide of Kramer Levin, and D. Perry of Milbank, counsel for the Defendants re: negotiating agreed statement of issues in light of proposed draft received from defendants counsel (.60); follow-up conference with T. Foudy and S. Zide re: Defendants' proposed changes and edits (.20); revise draft pretrial order in accordance with same (1.10); attend conference call with T. Foudy, T. Goren of Morrison & Foerster, and S. Zide re: same and proposed language to resolve pleading deficiencies in JSNs' counterclaims (.70); review and revise joint pretrial order in accordance with same in anticipation of circulating to counsel for Defendants (.40); attend conference call with T. Foudy and D. Perry of Milbank, counsel for the Defendants re: Plan Proponents additions and resolving open issues prior to filing deadline and follow-up conference with counsel for the Committee re: same (.50); review and revise joint pretrial order to circulate to counsel for the Defendants incorporating global changes throughout the day (.50); respond to email correspondence throughout the day from T. Foudy re: Defendants, Committee's and Debtors' proposed edits and comments to joint pretrial order (.70)

11/12/13 JTW	Review draft of Debtors' Omnibus Response to Objections to Confirmation of the Joint Chapter 11 Plan with respect to issues raise by conflict parties Wells Fargo and certain members of the Ad Hoc Group (UBS, Davidson Kempner, and Silver Point) (.40); provide comments to D. Bloom for inclusion in final draft (1.20); assist D. Bloom in drafting language to include in the Plaintiffs' Phase II Contentions in connection with the JSN Adversary Proceeding with respect to counterarguments against the Ad Hoc Group's counsel seeking post-petition fees, costs and expenses (.60)	2.20
11/12/13 DAB	Provide extensive comments to Kramer Levin's further revised draft reply to confirmation objections per T. Foudy request in relation to Plan Confirmation and Phase II issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (3.90); work with J. Weber re: language to include in Phase II objections re: fee issues (.60); confer with T. Foudy and M. Gallagher re: same (.50); email same to J. Marines of Morrison & Foerster and R. Ringer of Kramer Levin re: same (.30); review further revised confirmation reply chart and circulate analysis of further changes to T. Foudy and M. Gallagher (.40); review draft Phase II Plan Proponents' contentions per T. Foudy request (.40); draft section regarding fees and expenses of the JSNs per same (.70); augment draft of same per K.	9.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 48

Eckstein of Kramer Levin email correspondence re: same (.60); confer with B. Kotliar re: memoranda in support of Plan Confirmation (.30); email M. Gallagher re: changes to recharacterization language in draft confirmation order (.20); review B. Butterfield draft chart re: fee issues (.80); confer with same re: same (.50)

11/12/13 JM	Review draft Motion in Limine to be submitted by Debtors in connection with Phase II trial as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); review transcript of deposition of Judge Raymond Lyons taken by Debtors in connection with Phase II and Plan confirmation (.80); review expert report of Judge Lyons submitted on behalf of Ad Hoc Group and UMB Bank in connection with Phase II and Plan confirmation (.80); review expert report of Michael Fazio re: same (.30); draft memorandum re: issues raised in expert report of Judge Lyons in connection with Phase II and Plan confirmation (1.30); confer with J. Walsh re: same (.50); review objections and counter-designations of Ad Hoc Group and Notes Trustee to Plaintiffs' deposition designations (.30); draft letter to A. Renenger of Milbank re: errata sheet for deposition transcript of C. Bastable taken by Debtors in connection with Phase II and Plan confirmation (.10); attention to claw back letter from Milbank re: inadvertently disclosed document from Ad Hoc Group (.10); confer with J. Walsh re: draft Motion in Limine to exclude Lyons' testimony (.40); review Ad Hoc Group's objections to Debtors' supplemental exhibit list submitted in connection with Phase II trial (.40); correspond with J. Walsh re: same (.20); review Motion in Limine of the Notes Trustee and Ad Hoc Group to Exclude Testimony Regarding the Rebuttal Expert Report of Gina Gutzeit for impact on Phase II evidence and discovery issues (.30); attention to correspondence with counsel for the Ad Hoc Group re: discovery for use at Phase II and/or Plan confirmation (.10); review final draft direct testimony of Tammy Hamzehpour for use at Phase II trial (.20); review final draft direct testimony of Lucy Allen for use at Phase II trial (.20)	6.50
11/12/13 BB2	Correspondence with D. Bloom regarding progress made on comprehensive review of papers filed by White & Case and Milbank on behalf of the JSNs, Notes Trustee between May 2013 and October 2013 per direction of J. Semmelman, T. Foudy in connection with dispute over payment of fees of JSNs, including conflict parties Silver Point, UBS, and Davidson Kempner (.10); continue comprehensive review of papers filed by White & Case and Milbank on behalf of the JSNs, Notes Trustee between May 2013 and October 2013 per direction of J. Semmelman, T. Foudy (1.40); begin a comprehensive review of transcripts for hearings between May 2013 and October 2013 for	2.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 49

indications as to whether White & Case and Milbank were performing work for the Notes Trustee or merely the JSNs in connection with same (1.00); correspond with D. Bloom in connection with same (.20)

11/12/13 SB	Emails with C. Russ and S. Tice re: assembly of outstanding deposition transcripts and exhibits (.30); download Plaintiffs' exhibits received from C. Russ and file same in electronic filing system per request of E. Tobin (4.70); prepare set of deposition exhibits received from Morrison Foerster (1.20); update master deposition exhibit index to reflect addition of exhibits marked for identification in expert depositions (1.30)	7.50
11/12/13 ET	Email correspondence with A. Lawrence of Morrison & Foerster and E. Combs, B. Kotliar and S. Ballard in preparation for meet and confer with opposing counsel re: objections and responses to proposed trial exhibits for the Phase II trial in the JSN Litigation as Wells Fargo, UBS, Davidson Kempner, and Silver Point are conflict parties (.40); analyze the JSNs' proposed trial exhibits and the Plan Proponents' objections and responses thereto in preparation for the meet and confer with opposing counsel (.60); participate in meet and confer with T. Foudy (partial), B. Kotliar (partial) and E. Combs, A. Lawrence and K. Sadeghi of Morrison & Foerster, B. O'Neill, P. Farber and S. Zide of Kramer Levin, and D. Perry of Millbank re: joint pretrial order, responses and objections to the proposed exhibit lists and deposition designations and objections thereto (.60); continue to analyze Defendants' proposed trial exhibits and the Plan Proponents' responses and objections thereto (2.30); continue to review the JSNs' responses and objections to the Plan Proponents' proposed trial exhibits (1.40); meet with E. Combs and M. Jones re: follow-up research in support of Plan Proponents' position that AFI's statements are not admissible under F.R.E. 801(d)(2) (.30); analyze cases supporting the Plan Proponents' position that AFI's statements are not admissible under either F.R.E. 801(d)(2) or the exceptions to the rule against hearsay (.90); review drafts of the pretrial order and draft email to A. Lawrence re: additional language re: parties' exhibit lists (.40); review JSNs' updated responses and objections to the Plan Proponents' proposed trial exhibits (.40); email correspondence with A. Lawrence and E. Combs re: same (.20)	7.50
11/13/13 JS	Further review Phase II contentions of the Ad Hoc Group which includes conflict parties UBS, Silver Point, and Davidson Kempner, in connection with fee dispute issues (.70); emails with T. Foudy, D. Bloom and J. Weber re: attorneys' fees issues re: same (.30); emails with E. Tobin re: witness statements and exhibits issues for the Phase II trial (.20)	1.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 50

11/13/13 SJR	Attention to matters regarding preparation for upcoming Confirmation Hearing in ResCap case including review of trial submissions in connection with confirmation hearing, as Wells Fargo, WFBNA, and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (1.50); review confirmation reply brief in connection with same (.70); follow-up correspondence with J. Semmelman and T. Foudy regarding JSN fee dispute being addressed in Phase II and as part of confirmation (.60); email correspondence with T. Foudy and J. Walsh re: phase II discovery and impact on Phase II issues on confirmation (.70)	3.50
11/13/13 TF1	Emails with J. Semmelman and E. Tobin regarding JSNs' contentions regarding request for fees and responding thereto in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); review Debtors' motion in limine to exclude Lyons testimony for impact on Phase II evidence and discovery issues (.50)	0.70
11/13/13 JJW	Comment on final Pre-Trial Order re: Phase II and Plan Confirmation issues as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.00); conference with counsel for Junior Secured Noteholders re: discovery issues for conflict parties, including open document production issues related to the Ad Hoc Group (.50); correspond with J. Semmelman re: Phase II issues and the Junior Secured Noteholders' requests for fees under the Indenture (.40); review Robert Bingham expert report regarding intercompany balances in connection with Phase II issues (.90); review expert report of Gina Gutzeit in connection with same (1.10)	3.90
11/13/13 MG8	Attend to brief review of filed documents relating to confirmation, in particular statements of MetLife in support of RMBS settlement and Plan, as MetLife is a conflict party, Amended Assumption Schedule as it relates to conflict parties Cerberus, PNC Bank, and Oracle, updated Plan, proposed Confirmation Order, Confirmation Brief and Omnibus Reply to objections and related chart addressing objections (2.10); correspond with D. Bloom and T. Foudy regarding same (.20); attend to follow-up correspondence with A. Doshi in connection with resolution of Oracle confirmation objection (.20)	2.50
11/13/13 MAC	Continue to review reply to plan objections related to JSNs and Wells Fargo and revise in connection with Curtis' role as conflicts counsel to the Debtors and issues being handled by Curtis (1.50)	1.50
11/13/13 EC	Review redline of amended reorganization plan for	6.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 51

changes relating to third parties and changes potentially affecting status of conflict party Wells Fargo re: Phase II objections (.40); prepare summary of exhibits cited in direct testimony of Marano with context of citation, Defendants' objection and proposed response to objection in connection with confirmation hearing due to objections by conflict parties Wells Fargo and JSNs including conflict parties UBS, Silver Point, and Davidson Kempner (3.30); compile list of exhibits cited in the testimony of R. Bingham (.80); revise objections to Defendants' exhibit list to include objections to additional documents/updated information (1.90)

11/13/13 MPJ	Compile exhibits including communications from Ally for E. Tobin's review in connection with the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review Bingham expert report to identify which documents are included on the Ad Hoc Group's exhibit lists (.40); review and analyze proposed pre-trial order (.50); begin review and analysis of the witness statement of Lewis Kruger in order to determine which exhibits from the Plaintiffs' exhibit list are cited (.80); prepare chart documenting the location and use of said exhibits in connection with facilitating admission of exhibits at trial (2.80)	4.80
11/13/13 JTW	Review First Amended Joint Plan filed by the Debtors with focus on issues related to professional fees and disbursements to counsel of conflict parties Wells Fargo, and certain members of the Ad Hoc Group (UBS, Silver Point and Davidson Kempner) (.60); correspond with D. Bloom regarding initial drafting of brief to challenge the Ad Hoc Group's (inclusive of conflict parties) entitlement to professional fees under sections 506(b) and 1124(a)(4) of the Bankruptcy Code (.30); assist D. Bloom in preparation of outline for brief related to opposition of fees sought by Ad Hoc Group members and Wells Fargo for review in internal meeting (2.20); augment outline to include required research as to potential conflicts between the Ad Hoc Group and the Indenture Trustee and provide preliminary research to support argument (1.20); same re: potential violations of Rule 2019 in failing to disclosure material change in representation for six months by White & Case (.90); review of summary prepared by B. Butterfield re: all filings by the Ad Hoc Group and Trustee to identify if there was a separate interest at all times after May 31, 2013 (1.10)	6.30
11/13/13 DAB	Correspond with B. Kotliar re: various filings related to Plan Confirmation and Phase II fee issues related to the JSN Adversary Proceeding in which Wells Fargo, UBS, Silver Point, and Davidson Kempner are conflict parties (.20); extensive review of same (2.50); analyze	13.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 52

revised defined terms applicable to Junior Secured Notes in Plan (.80); correspond with M. Gallagher, T. Foudy, and J. Weber re: same (.50); summarize certain of JSNs' phase two contentions re: fee issues (1.30); circulate email re: same to T. Foudy and J. Semmelman (.20); correspond with J. Weber, B. Butterfield, D. Phillips and J. Semmelman throughout the day re: drafting of JSN and Trustee fee-related arguments in connection with same (3.20); email to J. Semmelman re: D. Phillips' analysis of documents related to same (.30); draft detailed agenda of legal and factual issues related to the Trustee's and JSNs' fee requests and entitlements in advance of meeting with J. Semmelman and T. Foudy re: same (3.50); review and revise draft memorandum re: fee issues raised in connection with Phase II of the JSN Adversary Proceeding and Plan confirmation where Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.50)

11/13/13 JM	<p>Review the Proposed Pretrial Order filed on November 12, 2013 in connection with Phase II and Plan confirmation as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.60); review proposed Order Confirming First Amended Joint Chapter 11 Plan Proposed by Residential Capital and The Official Committee of Unsecured Creditors (.30); review First Amended Joint Chapter 11 Plan Proposed by Residential Capital and The Official Committee Of Unsecured Creditors (.40); review direct testimony of Gina Gutzeit submitted on behalf of Debtors in connection with Phase II and Plan confirmation (.30); draft summary sheet of all exhibits referenced in same in connection with facilitating use of testimony at Plan confirmation the Phase II trial (2.80); attention to correspondence with J. Semmelman and J. Walsh re: Reid Snellenbarger transcript and exhibits for use in connection with Phase II and Plan confirmation (.20); review Debtors' supplemental exhibit list to be filed in connection with same (.30); attention to correspondence with J. Semmelman and J. Walsh re: additional production of documents from Ad Hoc Group in connection with discovery re: same (.10); review witness statement of Tammy Hamzehpour submitted on behalf of Debtors in connection with Phase II and Plan confirmation (.30); draft summary sheet of all exhibits referenced in Tammy Hamzehpour's witness statement for use at Phase II trial (2.40); review witness statement of Barbara Westman submitted on behalf of Debtors in connection with Phase II and Plan confirmation (.30); draft summary sheet of all exhibits referenced in Barbara Westman's witness statement for use at Phase II trial (.60)</p>	9.60
11/13/13 BB2	<p>Review declarations and memorandum filed in support</p>	8.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 53

of plan in preparation for confirmation hearing in connection with responding to plan objections by conflict parties Silver Point, Davidson Kempner, UBS, Wells Fargo, PNC, and Oracle (1.60); summarize excerpts from JSNs' Phase II pretrial contentions related to their fees in connection with same (1.10); correspondence with D. Bloom in connection with same (.10); continue analysis of papers filed by White & Case and Milbank on behalf of the JSNs, Notes Trustee between May 2013 and October 2013 per direction of J. Semmelman and T. Foudy in connection with dispute over payment of JSN fees (1.90); revise summary of same in connection with same (.40); continue analysis of transcripts for hearings between May 2013 and October 2013 for indications as to whether White & Case and Milbank were performing work for the Notes Trustee or merely the JSNs in connection with same (1.80); correspond about retention research with D. Bloom, J. Weber in connection with same (.70); review White & Case application for fees in Adelphia in connection with same (1.00)

11/13/13 SB	<p>Prepare minibook sets of direct witness statements filed in connection Phase II of the adversary proceedings per request of E. Tobin where Defendants Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.10); prepare sets of operative documents filed in connection with Plan Confirmation per request of J. Walsh (1.90); prepare sets of Pre-Trial Order filed in connection Phase II of the adversary proceedings per request of T. Foudy (.80); file direct witness statements in electronic filing system per request of E. Tobin (.10); prepare sets of direct testimonies, expert reports, and major filings in connection with Phase II of the adversary proceedings for S. Reisman per request of B. Kotliar (1.70); compare possible cross-duplicate exhibits between Plaintiffs' and Defendants' exhibits lists for sameness per request of E. Tobin (1.20)</p>	7.80
11/13/13 DP2	<p>Correspond with D. Bloom re: recent JSN filings regarding fee issues and follow up (.70)</p>	0.70
11/13/13 ET	<p>Email correspondence with E. Combs and A. Lawrence and K. Sadeghi of Morrison & Foerster re: issues related to witness statements filed by the Plan Proponents and the JSNs and proposed exhibits for trial for Plan Confirmation and Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.60); review exhibits filed as attachments to the direct testimony of R. Bingham (JSN expert witness) (.50); draft and revise overview analyzing the same and provide to A. Lawrence and K. Sadeghi (.40); correspond with J. Mosse re: exhibits related to Houlihan engagement letters and the</p>	8.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 54

Pre-Petition PSA (.20); correspond with S. Ballard and A. Lawrence, S. Tice and V. Bergelson of Morrison & Foerster re: obtaining and loading deposition transcripts and exhibits onto Live Note in order to facilitate attorney review (.20); correspond with S. Ballard and E. Combs re: duplicates within the Plan Proponents' and the JSNs' exhibit list (.20); email A. Lawrence re: same (.20); correspond with J. Mosse, E. Combs, M. Jones and B. Kotliar re: review of witness statements and compilation of charts listing exhibits offered by the Plan Proponents through the witness statements of T. Marano, G. Gutzeit, L. Kruger, T. Hamzehpour and M. Renzi (1.40); continue to analyze the Plan Proponents' exhibits, including proposed supplemental exhibits (1.60); correspondence with E. Combs and A. Lawrence re: same (.30); continue to review the JSNs' proposed trial exhibits and grounds for objections thereto (1.90); follow-up correspondence with E. Combs re: same highlighting open issues and next steps (.40); analyze JSNs' second supplemental exhibit list (.20); correspond with S. Ballard and E. Combs re: same (.10)

11/14/13 JS	Review and comment on outline of JSN fee issues to be litigated in connection with the Phase II JSN Adversary Proceeding and Plan Confirmation as Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.50); attend meeting with T. Foudy, J. Walsh, M. Gallagher, J. Mosse, D. Bloom, J. Weber, B. Butterfield and D. Phillips to discuss issues related to the challenge of the Ad Hoc Group's claim for attorney's fees and expenses in connection with same (1.50); emails with J. Mosse re: documents relating to fee request, such as invoices (.20); emails with T. Foudy re: Phase II trial (.20); emails with D. Bloom, T. Foudy and J. Mosse re: fee request issues including necessary discovery (.30); continue analysis of fee issues raised by Ad Hoc Group/Notes Trustee (1.20); review additional document production by Ad Hoc Group in connection with same (1.80); emails re: same with D. Bloom and T. Foudy (.30)	6.00
11/14/13 SJR	Review of draft of final Joint Pre-Trial Order and legal contentions therein as well as support for legal contentions with factual contentions for Phase II trial where Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (2.80); follow-up correspondence with T. Foudy regarding trial strategy with respect to conflict parties (.50); review of status of fee-related issues and research in connection with litigating such issues at the upcoming Phase II and confirmation hearing (1.10)	4.40
11/14/13 TF1	Review and respond to emails throughout the day from J. Semmelman and D. Bloom analyzing invoice and	7.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 55

engagement letter exhibits marked by JSNs in connection with Phase II and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.60); begin review of final filed joint pre-trial order with legal contentions (1.60); confer with C. Kerr at Morrison & Foerster regarding preparation of findings of fact for Phase II and developing "talking points" regarding JSN fees and invoices (.30); outline agenda of response to JSNs' contentions regarding fees (.40); outline agenda re: conflict party Wells Fargo indemnity issue (.40); review J. Berman email regarding Rule 9019 and preclusive effect in connection with Phase II subordination issues (.30); review summary of Ad Hoc Group Rule 30(b)(6) designee Reid Snellbarger deposition (.30); meet with J. Semmelman, M. Gallagher, J. Walsh, D. Bloom, D. Phillips, B. Butterfield, J. Mosse, and J. Weber regarding response to JSNs' contentions regarding fees (1.50); meet with D. Phillips, M. Gallagher, D. Bloom and J. Weber regarding response to Wells Fargo indemnity issue (.40); attend court status conference (1.60); call with A. Dove of Kramer Levin on negotiations for resolving conflict party Wells Fargo objection (.40); confer with E. Schaeffer, counsel to Wells Fargo, after court conference regarding same (.10)

11/14/13 JJW	Email correspondence with T. Foudy in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.40); attend pre-trial hearing on Plan Confirmation and related issues for impact on outstanding objections by conflict parties and discovery issues of conflict parties handled by Curtis (1.60); review written direct testimonies of Phase II experts in connection with Phase II hearings (1.00); review conflict party Wells Fargo objection to the Plan in connection with Plan Confirmation issues (.50); review witness statements of Gina Gutzeit and Robert Bingham in connection with Phase II and Plan Confirmation issues (.50); correspond with M. Jones and J. Mosse re: drafting of pre-petition PSA in connection with conflict party Davidson Kempner (.40); review of drafting history of pre-petition PSA in connection with same (.50); meet with J. Semmelman, M. Gallagher, T. Foudy, D. Bloom, D. Phillips, B. Butterfield, J. Mosse, and J. Weber regarding response to JSNs' contentions regarding fees (1.50)	6.40
11/14/13 MG8	Attend to numerous correspondence with J. Semmelman and D. Bloom in preparation for team meeting to discuss upcoming review of fees of JSNs and strategy for objecting to the same in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan	4.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 56

Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30); review agenda for meeting on JSNs fees (.20); attend meeting with respect to the same, along with J. Semmelman, T. Foudy, J. Walsh, J. Mosse, D. Phillips, D. Bloom, J. Weber and B. Butterfield (1.50); review updated outline for JSN fee issues (.30); confer with D. Bloom, J. Weber and B. Kotliar regarding issues implicated by Wells Fargo objection and its potential indemnification claims, as well as engagement letters disclosed by JSNs and UMB with respect to their various professionals and related fees (.30); attend to several emails with A. Doshi, counsel to conflict party Oracle, regarding resolution of Oracle's confirmation objection (.20); follow-up correspondence with M. Rothchild of Morrison & Foerster regarding footnote to Assumption Schedule related to Oracle and Oracle's reaction to same (.20); attend status conference on confirmation and Phase II trial issues, as Oracle, Wells Fargo, PNC Bank and several noteholders are conflict parties (1.50)

11/14/13 GF	Update and circulate calendar entries re: JSN Adv. Pro. Phase II deadlines to internal team including S. Reisman, T. Foudy, M. Moscato, M. Gallagher, M. Cohen, E. Tobin, J. Berman, D. Bloom, J. Weber, B. Kotliar and others (.30)	0.30
11/14/13 EC	Review additional exhibits identified by Defendants in connection with preparing responses to Phase II exhibits where Defendants Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (1.80); prepare objection and responses for same in connection with same (1.20); review Defendants' and Plan Proponents' exhibit lists for duplicates (.50); update exhibit list information as necessary to reflect findings re: same (.40); prepare chart of exhibits cited in Renzi testimony in order to provide (i) context of citation, (ii) Defendants' basis for objection, and (iii) proposed response to objection in order to facilitate quick responses at trial to same (1.80); prepare chart of exhibits re: same for Sillman testimony in connection with same (2.10); review exhibit charts prepared for Marano to reflect edits and comments of E. Tobin (1.60); review exhibit charts re: Renzi in connection with same (1.50); review and revise Renzi exhibit charts in connection with same (.50)	11.40
11/14/13 MPJ	Continue to analyze the direct testimony of Lewis Kruger in order to prepare accompanying chart identifying where in said testimony an exhibit is introduced in connection with admitting exhibits in the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kemper are conflict parties (.60); continue to draft	12.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 57

summary of same in connection with same (1.50); review direct testimony of Lucy Allen in connection with same and prepare chart of same (.50); review direct testimony of William Thompson in connection with same (.90); prepare accompanying summary sheet identifying where in said testimony an exhibit is introduced in connection with same (.70); review affidavit of Morrow relating to tabulation of votes in favor of plan confirmation (.20); prepare global summary tracking where exhibits are introduced in relevant witness statements by reviewing drafts authored by J. Mosse, E. Combs, and B. Kotliar (2.10); review documents produced by the Ad Hoc Group on November 13, 2013 in connection with preparing for the Phase II trial (1.10); draft summary of said documents in connection with same (.50); analyze all draft versions of the Pre-Petition Plan Term Sheet in the document repository to determine the circumstances surrounding the waiver of intercompany claims asserted against Residential Funding Corporation in the Plan Term Sheet (4.30); draft email to J. Walsh, J. Mosse, D. Bloom, and J. Weber summarizing circumstances surrounding the waiver of intercompany claims in the Plan Term Sheet (.40)

11/14/13 BMK	Draft summary sheet of testimony of plaintiffs' exhibits cited in Jeffrey Lipps testimony for use at the Phase II trial in the JSN Adversary Proceeding and in connection with Plan Confirmation where the JSNs, including noteholders Davidson Kempner, UBS, and Silver Point are conflict parties (3.40); correspondence with E. Tobin, M. Jones and E. Combs re: same (.30);	3.70
11/14/13 JTW	Confer with D. Bloom re: revisions to outline prepared to include argument that the Ad Hoc Group's (includes conflict parties Davidson Kempner, Silver Point and UBS) fees are not entitled to payment from the estate (.30); attend internal meeting with T. Foudy, J. Semmelman, J. Walsh, J. Mosse, D. Bloom, B. Butterfield, D. Phillips, and M. Gallagher to discuss strategy to be advanced with respect to the fees of the Ad Hoc Group, as well as issues related to conflict party Wells Fargo's plan confirmation objection (1.50); conduct research as to what types of "entities" must file a Rule 2019 verified Statement (.90); conduct research to identify the materiality standard referenced by Rule 2019 (2.30); conduct research under Rule 2019(e) as to remedies courts have fashioned due to violations of Rule 2019 requirements (1.80); draft synopsis of research regarding Rule 2019 in preparation for grounds to challenge any fees sought by the Ad Hoc Group from May 2013 through and including Nov. 5, 2013 (1.40)	8.20
11/14/13 DAB	Comment on comprehensive chart re: White & Case/Milbank and Akin overlapping representation of	13.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 58

the UMB and the Ad Hoc Group of Junior Secured Noteholders, which includes conflict parties Davidson Kempner, Silver Point, and Davidson Kempner (1.00); email re: same with B. Butterfield (.20); review J. Semmelman comments to draft agenda re: fee issues (.40); meet with J. Semmelman, J. Walsh, M. Gallagher, J. Weber, J. Mosse, D. Phillips, and T. Foudy re: JSN and Trustee fee issues (1.50); review various fee-related to documents produced by the Ad Hoc Group and Trustee in connection with same (4.00); extensive revisions to outline of legal analysis of arguments relating to fee issues in light of same (3.50); further research re: applicability of section 1129(a)(4) of the Bankruptcy Code to fee-related issues in connection with plan confirmation (2.30); draft email memorandum re: same to T. Foudy, J. Semmelman and M. Gallagher (.40)

11/14/13 JM

Review outline of arguments and research items regarding JSNs' fee contentions in preparation for Phase II trial as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); continue to draft summary sheet re: all exhibits cited in Barbara Westman's witness statement to facilitate attorney review and use at trial (3.60); review witness statement of Barbara Westman in connection with finalizing same (.20); review JSNs' objections to Debtors' proposed exhibits for Phase II trial (.60); meet with T. Foudy, J. Walsh, J. Semmelman, M. Gallagher, D. Bloom, J. Weber, B. Butterfield and D. Phillips re: strategy for responding to JSNs' fee-related contentions in connection with Phase II in light of research analysis (1.50); review supplemental exhibits produced by JSNs for use at Phase II trial (1.20); draft email to T. Foudy, J. Walsh, J. Semmelman, and M. Jones summarizing same (.40); correspond with D. Bloom re: same (.10); attend by phone hearing before Judge Glenn related to Phase II pre-trial issues (.60); update summary sheet reflecting all exhibits cited in direct testimony of Tammy Hamzehpour for use at Phase II trial (.40); update chart reflecting exhibits cited in direct testimony of Gina Gutzeit for use at Phase II trial (.30); correspond with E. Tobin re: same (.10); attention to correspondence re: additional document production from Ad Hoc Group in response to Debtors' document requests served in connection with Phase II discovery (.10); review draft Pre-Petition Plan Term Sheets and correspondence regarding same (.30); review document request to UMB Bank served by Debtors in connection with Phase I discovery (.10); correspond with J. Walsh re: same (.10); review updated draft outline re: JSNs' fee arguments in connection with Phase II litigation (.10); review Exhibit List produced by JSNs in connection with Phase II trial (.20)

10.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 59

11/14/13 BB2	Attend meeting with J. Semmelman, T. Foudy, J. Walsh, M. Gallagher, D. Bloom, J. Weber, J. Mosse, and D. Phillips re: open research issues related to fees and expenses of the Ad Hoc Group, which includes conflict parties Silver Point, Davidson Kempner, and UBS in connection with ResCap confirmation and the Phase II litigation (1.50); revise chart regarding JSN professional retentions to expand to include new discovery, transcripts, docket items for information about White & Case, Milbank, and Akin Gump representation of the Ad Hoc Committee and the Notes Trustee for use in detailed timeline to be produced in connection same (6.70); discussion with D. Bloom about same in connection with same (.50)	8.70
11/14/13 SB	Prepare sets of Defendants' supplemental exhibits per request of E. Tobin in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.00); compile and merge document families according to exhibit designations and forward merged exhibits to Morrison Foerster team (.50); review Defendants' supplemental exhibits for cross-duplicates with Plaintiffs' exhibits per request of E. Tobin (.80); prepare deposition transcript markups for E. Tobin indicating introduction of deposition exhibits (.50); prepare sets of documents relating to Phase II fee discovery dispute per request of J. Mosse (.70); file Defendants' exhibits in electronic filing system per request of E. Tobin to streamline use at Phase II trial and Plan Confirmation (4.00)	8.50
11/14/13 DP2	Attend internal meeting with T. Foudy, J. Semmelman, J. Walsh, M. Gallagher, D. Bloom, and J. Mosse on JSN fee contentions and follow up in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.50)	1.50
11/14/13 ET	Review exhibits on the JSNs' supplemental list of exhibits for the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings, where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (3.40); draft responses and proposed objections to same in connection with same (2.80); extensive discussions with A. Lawrence of Morrison & Foerster re: same (1.20); correspond with S. Ballard and E. Combs to identify duplicates within the Plan Proponents' and the JSNs' supplemental exhibit lists (.80); revise summary sheets re: witness statements re: exhibits introduced through the direct testimony of T. Marano, G. Gutzeit, L. Kruger, T. Hamzehpour, F. Sillman, M. Renzi and J.	13.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 60

Lipps, L. Allen, W. Thompson and B. Westman (2.70); correspond with E. Combs, M. Jones, J. Mosse and B. Kotliar re: same to coordinate review of same (.40); analyze JSNs' responses and objections to the Plan Proponents' supplemental exhibits (.60); correspond with T. Foudy, D. Bloom, J. Semmelman, J. Mosse and M. Jones re: JSNs' supplemental exhibits, focusing on fee statements and engagement letters (.80); correspondence with B. O'Neill of Kramer Levin and C. Kerr, A. Lawrence and K. Sadeghi of Morrison & Foerster re: objections and responses to the JSNs' supplemental exhibits, focusing on excerpts to the Examiner's Report (.40); review updated version of Plan Proponents' exhibit list, focusing on the Plan Proponents' supplemental exhibits (.40)

11/14/13 NG1	Email correspondence with J. Walsh regarding AHG2 and clawback replacement productions from Milbank in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.10); transfer document productions from Milbank using secure FTP connection (1.30)	1.40
11/14/13 MM9	Load replacement images and data of clawed back pages received from Milbank into Eclipse database in preparation for attorney review in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.60); load document production received from Milbank into Eclipse database in preparation for attorney review (1.20)	1.80
11/15/13 JS	Emails with D. Bloom re: Ad Hoc Group fee issue research to be performed in connection with litigating same in Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.20); call with T. Foudy, J. Walsh, M. Cohen, M. Gallagher, B. Butterfield, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, J. Weber, and B. Kotliar re: fee issue project involving trial script and proposed Phase II findings in connection with same (.40); further call with D. Bloom and J. Weber re: fee issues and status of outstanding research (.30); review Court's Phase I decision for impact on Phase II issues including fee dispute as it relates to the over/undersecured status of the JSNs (1.90); emails with T. Foudy and J. Walsh re: trial exhibits re: fee dispute issue (.10)	2.90
11/15/13 TF1	Conference call with J. Semmelman, J. Walsh, M. Cohen, M. Gallagher, B. Butterfield, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, J.	4.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 61

Weber, and B. Kotliar to discuss preparation of talking points on JSN invoices/fees and proposed findings of fact for Phase II litigation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.40); review D. Bloom email summarizing research under section 1129(a)(4) of the Bankruptcy Code regarding JSNs' entitlement to fees (.10); emails regarding hearsay objection to fee invoices (.20); emails regarding division of labor for Phase II findings of fact drafting (.10); review Judge Glenn's decision on Phase I trial for impact on Phase II trial and Plan confirmation (2.90); exchange emails re: same (.30)

11/15/13 JJW	Conference call with T. Foudy, J. Semmelman, M. Cohen, M. Gallagher, B. Butterfield, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, J. Weber, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review Pre-Trial Order in connection with Phase II issues relating to conflict parties, including Aurelius and Wells Fargo (1.20); review written direct testimonies of Phase II experts in connection with Phase II hearings (2.00); review Plan Proponents' memorandum of law in support of Plan Confirmation in connection with Phase II issues relating to conflict parties, including Aurelius and Wells Fargo (1.00); review decision and order on Phase I hearing for impact on Phase II preparation (.80); conference with J. Mosse and M. Jones re: drafting of Phase II specific findings of fact (.50); comment on initial draft of findings of fact regarding Phase II issues (1.50)	7.40
11/15/13 MG8	Attend to correspondence with M. Rothchild regarding Morrison & Foerster request to include conflict party Oracle confirmation objection resolution in Confirmation Order, rather than read on record (.20); follow up with A. Doshi, counsel to Oracle regarding same (.20); telephone A. Doshi regarding same (.20); revise language previously agreed upon with Oracle to resolve Oracle's limited confirmation objection so that it would address one open point and so that it could be included in the Confirmation Order instead of being read into record (.30); follow-up with M. Rothchild regarding same (.10); review agenda for confirmation hearing (.30); participate in conference call with T. Foudy, J. Semmelman, J. Walsh, M. Cohen, E. Combs, E. Tobin, J. Berman, J. Mosse, B. Butterfield, D. Bloom, M. Jones, J. Weber, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point	3.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 62

are conflict parties (.40); attend to correspondence regarding Phase I decision and conclusions with respect to the same (.20); begin review of Phase I JSN decision for impact on Phase II issues (.60); meet with D. Bloom and J. Weber to discuss talking points on JSN fees for Phase II (.30); review and comment on draft of talking points on fees circulated by D. Bloom (.30)

11/15/13 MAC	Participate in conference call with T. Foudy, J. Semmelman, B. Butterfield, J. Walsh, M. Gallagher, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, J. Weber, and B. Kotliar re: preparation for Phase II hearing re: fee dispute issue and Curtis drafting of Phase II findings of fact in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); review analysis re: JSNs' entitlement to fees in connection with same (1.00); review Phase I decision for impact on Phase II issues (.50)	1.90
11/15/13 EC	Conference call with T. Foudy, J. Semmelman, J. Walsh, M. Cohen, M. Gallagher, B. Butterfield, E. Tobin, J. Berman, J. Mosse, D. Bloom, M. Jones, J. Weber, and B. Kotliar to discuss research relating to admissibility of fee applications for trial script and drafting portion of proposed finding of fact in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS and Loomis are potential conflict parties (.40); update summary sheet of documents cited in Lipps declaration to include basis for objection and proposed response to objections (2.80); review Phase I decision issued by Judge Glenn (.80); meet with M. Jones and E. Tobin to discuss admissibility of White & Case and Milbank bills and viability of hearsay or best evidence objections (.20); review chart of exhibits cited in Lipps Declaration and updating to match formatting and content presented in other witness charts and reflect context of citations in witness statement (3.50); revise Marano witness statement chart to reflect comments by E. Tobin (1.80); revise Renzi and Sillman witness exhibit charts to reflect content changes requested by lead attorneys for use at trial (2.20); attend to research relating to admissibility of billing statements and whether highly altered documents can be admitted as business records (2.60)	14.30
11/15/13 MPJ	Participate in conference call with T. Foudy, B. Butterfield, J. Semmelman, J. Walsh, M. Cohen, M. Gallagher, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, J. Weber, and B. Kotliar regarding drafting portions of proposed findings of fact, and draft trial scripts regarding evidentiary issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation where Wells Fargo and noteholders UBS,	8.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 63

Davidson Kempner, and Silver Point are conflict parties (.40); update summary sheets tracking exhibits introduced in the direct testimony of Lewis Kruger to identify duplicates from other direct testimony submissions to facilitate admission at trial (1.20); update summary sheets tracking same re: Thompson testimony in connection with same (.90); research whether billing statements of JSN professionals constitute business records under the Federal Rules of Evidence, such that they are not inadmissible hearsay (1.80); confer with E. Tobin and M. Jones regarding whether billing statements of JSN professionals constitute business records (.20); incorporate E. Tobin's comments into chart summarizing exhibits introduced by Thompson's direct testimony (.70); incorporate E. Tobin's comments into summary sheet summarizing exhibits introduced by Kruger's direct testimony (1.10); meet with J. Walsh and J. Mosse regarding drafting of the Plaintiffs' proposed findings of fact for the Phase II trial (.50); draft first version of the Plaintiffs' proposed finding of fact based on the Joint Pre-Trial Order (1.30)

11/15/13 BMK

Conference call with T. Foudy, J. Semmelman, B. Butterfield, J. Walsh, M. Cohen, M. Gallagher, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, and J. Weber re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); follow-up email correspondence with same re: relevant filings in Phase I and II of the adversary proceeding in connection with beginning draft of findings of fact for Phase II trial (.40); conference with E. Combs re: drafting portions of Lipps exhibit list responding to Defendants' objections to certain RMBS related exhibits (.50); conference with D. Bloom re: research assignment of caselaw under Ogle Second Circuit decision relating to prepetition claims for attorneys' fees in connection with same (.50); research Ogle and related cases re: same for procedural posture of such claim requests in connection with same (1.30); review case pleadings regarding claims objections and allowance of JSN Claims in connection with same, including cash collateral order, complaints, counterclaims, and stipulations (.90); review issues to be tried in the joint pretrial Phase II order in connection with same (.60); draft email correspondence to D. Bloom explaining impact of same on procedural status of fee objections and claims (.40); research claims objections standards from prior decisions in Residential Capital (.40); email summary of recent court decision re: fees, reasonableness, and prepetition rights to such payments to D. Bloom, N. Manzanitis, and J. Weber (.80)

6.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 64

11/15/13 JTW	Conference call with T. Foudy, J. Semmelman, J. Walsh, B. Butterfield, M. Cohen, M. Gallagher, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); confer with J. Semmelman and D. Bloom re: updating research as to Ogle Second Circuit decision and the Ad Hoc Group's alleged right to fees to include the procedural posture of how the trustee challenged the fees of the claimant (.30); review disclosure statement and Section V re: background information as to the AFI and ResCap relationship in preparation for drafting portion of Phase II proposed findings of fact (.80); review of fee dispute discovery to provide chronology and relevant dates as to when the Indenture Trustee engaged White & Case/Milbank as special counsel (1.80); review final cash collateral order to determine when termination of the cash collateral order occurred (.20) conduct further research as to Ad Hoc Group's violations of Rule 2019 (1.40); conduct further research as to possible remedies available to debtors and parties in interest when an entity violates the requirements of rule 2019 (2.30); focus research to identify case law disallowing the payment of attorneys' fees due to an entity's violation of Rule 2019 (2.70); draft memorandum for J. Semmelman and T. Foudy summarizing case law re: remedies under Rule 2019 re: Ad Hoc Group fee issues (3.10)	13.00
11/15/13 DAB	Conference call with T. Foudy, J. Semmelman, J. Walsh, B. Butterfield, M. Cohen, M. Gallagher, E. Tobin, J. Berman, J. Mosse, E. Combs, J. Weber, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); confer with B. Butterfield re: same (.50); analyze Judge Glenn's Phase I decision in connection with impact on Phase II issues moving forward (1.40); call with J. Semmelman and J. Weber to discuss drafting of talking points re: JSN fee issues in connection with same (.30); call with N. Mazanitis to discuss research related to reasonableness under state law related to fee issues (.20); confer with B. Kotliar re: research in connection with same (.20); correspond with E. Tobin and J. Mosse re: JSN fee-related exhibits in connection with same (.20); extensive drafting of talking points for Phase II hearing re: JSN fee issues, per request of J. Semmelman and T. Foudy (3.00); conference with B. Kotliar re: research assignment of caselaw under Ogle Second Circuit decision relating to prepetition claims for	6.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 65

attorneys' fees in connection with same (.50)

11/15/13 JM	Conference call with T. Foudy, J. Semmelman, J. Walsh, M. Cohen, M. Gallagher, E. Tobin, J. Berman, B. Butterfield, D. Bloom, E. Combs, J. Weber, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); draft email re: deposition summaries and witness statements in connection with the Phase II trial (.30); update summary sheet re: all exhibits cited in witness statement of Tammy Hamzehpour offered on behalf of Debtors in connection with same (2.20); update summary sheet re: all exhibits cited in witness statement of Barbara Westman in connection with same (2.30); update summary sheet re: all exhibits cited in witness statement of Gina Gutzeit in connection with same (1.40); update summary sheet re: all exhibits cited in witness statement of Jeffrey Lipps in connection with same (.90); meet with J. Walsh and M. Jones re: drafting portions of Phase II specific proposed findings of fact (.50); attention to correspondence re: trial scripts re: evidentiary issues in connection with the Phase II trial (.30); meet with N. Mazanitis re: research re: Welzel line of cases (.20)	8.50
11/15/13 BB2	Conference call with T. Foudy, J. Semmelman, J. Walsh, M. Cohen, M. Gallagher, E. Tobin, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, J. Weber, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); further revise chart of JSN professionals retention issues to include additional discovery and case items re: White & Case, Milbank, and Akin Gump representation of the Ad Hoc Committee and the Notes Trustee for use in detailed timeline to be produced in connection with same (4.80); discussion with D. Bloom about same in connection with same (.50); review recently filed pleadings in connection with same (.80)	6.50
11/15/13 PR	Meet and discuss with D. Phillips re: researching the New York, S.D.N.Y. and 2nd Circuit case law for a case or cases where a bankruptcy or other court struck down as unreasonable an indenture trustee's post-petitions fees and payments in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.30)	0.30
11/15/13 SB	Review for and compile all witness statement	7.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 66

summaries and deposition summaries for M. Moscato per request of J. Mosse in connection with Phase II and Plan Confirmation discovery involving members of the Ad Hoc Group of JSNs, including conflict parties Davidson Kempner, Loomis, UBS and Silver Point (.20); prepare sets of Phase I memorandum decision per request of E. Tobin (1.20); compile documents for Residential Capital adversary proceedings library per request of M. Moscato and J. Walsh (2.10); download final stamped exhibits forwarded by Plaintiffs and Defendants and file same in electronic filing system per request of E. Tobin to streamline attorney use and review of the Phase II trial on Plan Confirmation (3.50)

11/15/13 NM	Research the factors New York courts consider in determining whether attorneys' fees are reasonable, in connection with Curtis' representation as conflicts counsel in the phase II trial / plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (3.60); call with D. Bloom re: same (.20); review correspondence re: same (.40); review draft outline of fees arguments (.20); draft email re: research re: reasonableness factors (1.40); meet with J. Mosse re: research re: Welzel line of cases (.20); review and shepardize Welzel (1.00)	7.00
11/15/13 ET	Conference call with T. Foudy, J. Semmelman, J. Walsh, M. Cohen, M. Gallagher, J. Berman, J. Mosse, D. Bloom, E. Combs, M. Jones, J. Weber, and B. Kotliar re: drafting portions of proposed findings of fact and trial scripts re: evidentiary issues in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); email correspondence with T. Foudy, M. Moscato and B. Kotliar re: Phase 1 decision (.30); review JSNs' fee statements and engagement letters on the JSNs' supplemental exhibit list (4.30); draft talking points in opposition to admissibility of the fee statements (1.40); revise same in connection with same (.40); confer with E. Combs and M. Jones re: inadmissibility of fee statements (.20)	7.00
11/16/13 JS	Work on talking points for argument on entitlement to reimbursement of professional fees by the Ad Hoc Group, which includes conflict parties UBS, Silver Point, and Davidson Kempner, in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation (2.40); emails re: same with T. Foudy, D. Bloom and E. Tobin (.40); work on specific substantive points in opposition to fee entitlement based on research to date (2.80); review proposed agenda for confirmation hearing (.20); review J. Weber memorandum re: Federal Rule of Bankruptcy Procedure 2019 violation and potential remedies available re: same (.30); emails re: same with J.	6.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 67

Weber, J. Mosse and T. Foudy (.10)

11/16/13	SJR	Review Phase I Opinion in connection with current phase II issues including adequate protection arguments as Defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties being addressed by Curtis (1.60)	1.60
11/16/13	TF1	Review memorandum summarizing Debtors' Phase II fact witnesses and expert reports of Debtors and JSNs in connection with the Phase II trial and Plan confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.10); emails regarding same (.20)	1.30
11/16/13	MG8	Complete review of Phase I decision issued on November 15, as JSN holders UBS, Davidson Kempner, and Silverpoint are conflict parties (1.30); review summary of Phase I decision circulated by B. Kotliar (.20); review research under Rule 2019 in connection with preparation for Finding of Facts and Conclusion of Law for Phase II and JSNs' contention they are entitled to fees and expenses (.30); attend to correspondence with A. Doshi, counsel to conflict party Oracle, regarding proposed language for confirmation order to resolve Oracle objection (.20)	2.00
11/16/13	EC	Prepare reference chart for use as a synopsis of exhibits referenced in Morrow affidavit in support of plan confirmation as numerous conflict parties objected to the Plan including Wells Fargo, Junior Secured Noteholders UBS, Davidson Kempner, and Silver Point, and Oracle America (4.20)	4.20
11/16/13	BMK	Review Phase I opinion in connection with using findings and law of the case for drafting of findings of fact for Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); review other previous court orders, rulings and opinions in connection with same including opinions re: FGIC settlement, PSA motion, disqualification motion, and motions to dismiss (1.60); draft summary of same noting, citing, and highlighting important findings for use in Phase II findings of fact (.80)	3.50
11/16/13	DAB	Further drafting of talking points re: JSN fee issues, per request of J. Semmelman and T. Foudy in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (3.00); analysis of pretrial order language re: fee issues in connection with same (.60); correspond with J. Semmelman re: same (.30); correspond with B. Kotliar, J. Weber, and B. Butterfield re: same (.50)	4.40
11/16/13	JM	Review memo and email correspondence from J.	2.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 68

Weber re: Ad Hoc Group failure to comply with Rule 2019 requirements and potential remedies against the Ad Hoc Group which includes conflict parties UBS, Silver Point, and Davidson Kempner in connection with the Phase II litigation and Plan confirmation (.30); attention to correspondence re: all exhibits cited in witness statement of J. Morrow for use in connection with Phase II and Plan confirmation (.20); attention to correspondence re: direct testimony of fact witnesses related to Phase II issues (.10); review direct testimony of Jim Young submitted on behalf of the Plan Proponents in connection with Phase II and Plan confirmation proceedings (.30); draft summary of same (.60); attention to correspondence re: summary points from Phase I decision for impact on Phase II issues and evidence (.10); attention to correspondence re: JSNs' claim for fees in connection with Phase II litigation (.20); review executive summary re: Ad Hoc Group's and Indenture Trustee's claim for fees in connection with Phase II litigation (.10); review Plaintiffs' proposed cross-designations of deposition testimony for use at Phase II trial (.10)

11/16/13 BB2	Correspond with D. Bloom regarding Ad Hoc Group professionals' retentions and fee-related discovery charts in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
11/16/13 ET	Email correspondence with A. Lawrence of Morrison & Foerster and E. Combs, M. Jones and J. Mosse re: exhibits cited in the Plan Proponents' witness statements submitted in the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.50)	0.50
11/17/13 JS	Emails with T. Foudy, M. Gallagher, and D. Bloom re: fee issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.40); review N. Mazanitis research on reasonableness of fees under relevant substantive state law (.30); continue to work on support for talking points for fee issues at the Phase II trial and plan confirmation (5.60)	6.30
11/17/13 TF1	Revise the draft "talking points" on the issues surrounding JSNs' fees, including entitlement and evidentiary issues such as admissibility of invoices in connection with preparing for the Phase II Adversary Proceeding and Plan confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.50); email with G. Lee of Morrison & Foerster forwarding email from E.	2.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 69

	Schaeffer, counsel to conflict party Wells Fargo, regarding Wells Fargo's confirmation objection (.20); draft response email analyzing same (.40); review email from R. Penzi of Milbank with additional Phase II and Plan confirmation exhibits (.10); review and comment upon portion of opening statement addressing Wells Fargo Plan objection (.30); follow-up correspondence with M. Gallagher re: same (.20)	
11/17/13 MG8	Review updated proposed confirmation order for conflict party Oracle resolution language (.30); follow-up with M. Rothchild of Morrison & Foerester regarding the same (.20); attend to correspondence with T. Foudy regarding controversy with Wells Fargo regarding treatment under Plan and potential indemnification claims (.20); numerous follow-up emails with D. Bloom and J. Semmelman regarding the same (.40)	1.10
11/17/13 MPJ	Revise summary sheet drafted by E. Comb's re: exhibits introduced by the Morrow affidavit for use in admitting exhibits in the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (1.10)	1.10
11/17/13 BMK	Review and revise summary of prior court opinions for use in drafting Phase II findings of fact for the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties and email correspondence with J. Walsh, J. Mosse, J. Berman, and M. Jones re: same (.50)	0.50
11/17/13 DAB	Revise draft talking points for Phase II hearing re: JSN fee issues, per J. Semmelman comments in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (2.50); review N. Mazanitis research re: state law reasonableness issues related to same (.40); review cases discussed in same (.80); email to same re: same (.20); correspond with B. Butterfield and J. Weber re: same for impact on fee dispute arguments and strategy (.50); review B. Butterfield draft chart of fee invoices from various JSN-affiliated parties (.50); provide comments re: same to same (.50)	5.40
11/17/13 JM	Review direct testimony of Michael Carpenter submitted on behalf of Plan Proponents in connection with Phase II litigation and Plan confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.30); draft memorandum summarizing same (.80); attention to correspondence re: Phase II specific proposed findings of fact re: treatment of Ally contribution and intercompany	1.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 70

balances (.20)

11/17/13 BB2	Review docket items in connection with populating chart re: retention of professionals by the Junior Secured Notes Trustee in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.10); populate summary of same in connection with same to facilitate review and analysis of same (2.00); review fee-related discovery from the Ad Hoc Group (1.40); further populate summary sheet with relevant data in anticipation of meeting tomorrow in connection with same (1.60); correspondence with D. Bloom and J. Semmelman in connection with same (.30)	6.40
11/17/13 ET	Email correspondence with D. Bloom re: drafting of arguments objecting to the JSNs' inclusion of fee statements on their exhibit list for the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); review chart of exhibits cited in Morrow affidavit in support of Plan Confirmation and provide to A. Lawrence of Morrison & Foerster (.40); email correspondence with A. Lawrence of Morrison & Foerster and E. Combs, M. Jones and S. Ballard re: JSNs' additional exhibits for admission at the Phase II trial in the JSN Adversary Proceeding (.70)	1.40
11/18/13 JS	Emails with T. Foudy and D. Bloom re: fee issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.30); continue analysis of multiple aspects of JSN-related fee issues (5.10); emails with T. Foudy and M. Jones re: inadmissibility of certain trial exhibits in connection with same (.20); meet with T. Foudy, D. Bloom, B. Butterfield and B. Kotliar to discuss strategy in light of open issues for fee dispute litigation (1.40); confer with N. Mazanitis re: status of legal research on reasonableness issue under relevant state law in connection with same (.30)	7.30
11/18/13 SJR	Attend to review of conflict party Oracle's confirmation objection and follow-up related to proposed language to resolve the same (.80); review of conflict party Wells Fargo's confirmation objection as it relates to indemnity and releases (.50); review Wells Fargo's objection in context of fee dispute and correspond with T. Foudy and J. Semmelman re: same (.50); review open research as it relates to the foregoing in connection with Phase II trial with respect to issues of conflict parties (2.80); review of Plan Proponents' draft findings of fact in connection with the value of JSN collateral for ongoing litigation with Defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner,	5.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 71

conflict parties (1.10)

11/18/13 TF1	Review D. Bloom email summarizing answers to fee questions posed by J. Semmelman for the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.30); review orders on Motions in Limine to exclude testimony of Lyons and Gutzeit for impact Phase II/confirmation evidence (.40); organize files and materials for start of trial (.50); review email correspondence detailing additional production from Ad Hoc Group (.20); review N. Manzanitis email summarizing results of research regarding determining reasonableness of fees under relevant state law (.20); meet with B. Butterfield, B. Kotliar, D. Bloom and J. Semmelman on issues surrounding JSN fee claim, including status of research and strategy moving forward (1.60); emails regarding implications of Phase I decision (.30); attend to analysis of potential responses to late submission of witness statement by conflict party WFBNA (1.40); conference call with J. Shifer on same (.40); draft email to G. Lee and C. Kerr of Morrison & Foerster detailing issue and recommended response to same and reasons therefore (.60); review emails from J. Shifer on history/background of attempts to negotiate stipulation in connection with same (.50); attend to matters concerning drafting of Phase II findings of fact (.80); continue review of filed pre-trial order (.60); review emails detailing factual findings regarding JSN claim for fees (.40); correspond with M. Moscato on proposed Phase II findings (.20); review J. Mosse's updates to memorandum regarding Phase II witnesses (.40); review emails on trial logistics, including updated designations, exhibits, witness order, cross-examination estimates and objections (.50); review research on application of business records exception to invoices in connection with potentially litigating fee issue at the Phase II trial/confirmation (.20); meet with M. Moscato, J. Walsh, J. Mosse, B. Kotliar, and M. Jones to discuss progress on Phase II specific proposed findings of fact (.50); call with L. Marinuzzi and J. Marines of Morrison & Foerster and D. Blabey of Kramer Levin to discuss division of labor with respect to same (.40); post-call follow-up discussion with M. Moscato, J. Walsh, B. Kotliar, M. Jones, and J. Mosse on drafting outline and substance of Phase II positions (.40); review email from J. Weber summarizing research regarding whether JSNs violated Rule 2019 and potential remedies therefore (.50)	11.30
11/18/13 MJM	Discussion with J. Walsh re: strategy for Phase II post-trial findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point, and UBS are conflict parties (.30); discussion with T. Foudy re: post-hearing findings of fact in connection with same (.20); discussion with B. Kotliar re: JSNs' Phase II	6.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 72

adequate protection argument (.20); discussion with J. Mosse re: post-hearing findings of fact (.10); follow-up discussion with J. Walsh re: JSNs' Phase II adequate protection argument in light of Phase I outcome (.30); review Judge Glenn's decision re: Phase I trial to prepare for Phase II post-trial statement of facts and adequate protection argument (1.20); review JSNs' assertions in Phase II pre-trial order to prepare for Phase II post-trial statement of facts (1.50); meet with T. Foudy, J. Walsh, J. Mosse, B. Kotliar, and M. Jones to discuss progress on Phase II specific proposed findings of fact (.50); call with L. Marinuzzi and J. Marines of Morrison & Foerster and D. Blabey of Kramer Levin to discuss division of labor with respect to same (.40); post-call follow-up discussion with T. Foudy, J. Walsh, B. Kotliar, M. Jones, and J. Mosse on drafting outline and substance of Phase II positions (.40); follow-up discussion with J. Walsh re: outline for Phase II post-trial findings of fact in light of same (.20); review written direct examination and expert report of Mark Renzi in preparation for Phase II post-trial findings of fact (.50); review direct examination of Barbara Westman in connection with same (.40); discussion with J. Walsh and M. Jones re: revisions to draft outline for Phase II post-trial findings of fact (.40)

11/18/13 JJW

Revise draft Phase II specific findings of fact re: intercompany balances as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (4.00); conference with M. Moscato re: strategy for post-trial findings of fact in connection with same (.30); correspond with T. Foudy re: post-hearing findings of fact re: same (.20); conference with M. Moscato re: Junior Secured Noteholders' Phase II adequate protection argument re: same (.30); review Judge Glenn's decision re: Phase I trial to prepare for Phase II post-trial statement of facts and adequate protection argument (1.00); review Junior Secured Noteholders' assertions in Phase II pre-trial order to prepare for drafting of Phase II post-trial statement of facts (1.40); meet with M. Moscato, T. Foudy, J. Mosse, B. Kotliar, and M. Jones to discuss progress on Phase II specific proposed findings of fact (.50); call with L. Marinuzzi and J. Marines of Morrison & Foerster and D. Blabey of Kramer Levin to discuss division of labor with respect to same (.40); post-call follow-up discussion with M. Moscato, T. Foudy, B. Kotliar, M. Jones, and J. Mosse on drafting outline and substance of Phase II positions (.40); follow-up discussion with M. Moscato re: outline for Phase II post-trial findings of fact (.20); review written direct examinations and expert reports of Mark Renzi and Barbara Westman in preparation for Phase II post-trial findings of fact (1.00); discussion with M. Moscato and M. Jones re: revisions to draft outline for Phase II post-trial findings of fact (.40)

10.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 73

11/18/13 VXH	Update outline of Collateral Agent's rights under JSN debt and security documents to reflect analysis of agreements and summarize rights and various teleconferences with D. Phillips in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (7.40); confer with D. Phillips re: same (.80); telephone conference with M. Gallagher to discuss completion of analysis of JSN documents to confirm Wells Fargo rights to fees and indemnification and sources of reimbursement (.30)	8.50
11/18/13 MG8	Attend to correspondence with A. Doshi, counsel to conflict party Oracle and M. Rothchild of Morrison & Foerster regarding finalization of language resolving Oracle's confirmation objection (.90); related follow-up, including review of amended proposed confirmation order (.50); attend to correspondence with D. Bloom and J. Weber relating to Wells Fargo confirmation objection and argument that it is entitled to have reserve created from distributions pursuant to the charging lien (.80); correspond with D. Phillips regarding completion of JSN document review in connection with the same (.30); telephone conference with V. Hing to discuss completion of analysis of JSN documents to confirm Wells Fargo rights to fees and indemnification and sources of reimbursement (.30); review JSN indenture provisions relating to charging lien, payment waterfall and rights of collateral agent in connection with Wells Fargo objection (1.00); review briefly the Third Priority Security Agreement and Intercreditor Agreement with respect to the same (.50); correspond with J. Weber regarding right to estimate a secured claim under section 502(c) and related research (.30); correspond re: same with J. Walsh and A. Anon (.40); review correspondence from J. Shifer of Kramer Levin with respect to conflict party WFBNA confirmation objection and submission of direct testimony (.40); review proposed WFBNA direct testimony and compare with documents attached to WFBNA confirmation objection (.30); correspond re: same with T. Foudy, J. Walsh and B. Kotliar (.30); review proposed stipulation for WFBNA evidence (.40); attend to correspondence from T. Foudy and forwarding correspondence with J. Shifer of Kramer Levin and G. Lee regarding potential motion to strike WFBNA direct testimony (.40); review transcripts from November 4 and November 14 status conferences to determine statements made on record by conflict party WFBNA and related follow-up correspondence with T. Foudy (.40); review correspondence with D. Bloom regarding Wells Fargo rights under the Third Priority Security agreement and follow-up with D. Bloom	8.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 74

regarding same (.40); attend to correspondence with A. Anon regarding research on rights of collateral agents under New York law, and related follow-up (.40); review updated drafts of proposed confirmation order, modified plan and agenda for confirmation hearing (.60)

11/18/13 EC	<p>Review additional exhibits identified by Defendants in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation where Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.90); prepare objections on behalf of the Plan Proponents to same in connection with same (1.70); review Plan Proponents' exhibit list and listed documents in order to identify documents for business records certification by Ally for use at Plan Confirmation and the Phase II trial (2.20); research relating to admissibility of attorney fee statements as business records (1.50); research relating to whether highly truncated or redacted documents can be excluded from the Federal Rule of Evidence 803(6) business records exception as being produced in a manner other than that in which the record would be kept in the ordinary course of business (2.60); correspond with E. Tobin and M. Jones re: same (.20); revise Plan Proponents' exhibit list to reflect additional duplication with the Defendants' list (.80); review additional objections to Plan Proponents' exhibits raised in final filing by Defendants (.50); begin preparing responses to each (.20); review discovery protocol to ascertain source of documents produced with certain heretofore unseen bate prefixes (.20)</p>	11.80
11/18/13 MPJ	<p>Review newly identified exhibits on the Junior Secured Noteholders' list re: whether to object to their admission in the Phase II trial and Plan Confirmation as noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.80); review and analyze Judge Glenn's decision to exclude the expert testimony of Lyons for impact on exhibit lists and trial evidence (.20); edit first draft of proposed findings of fact circulated on November 15, 2013 (.70); review summaries of fact statements circulated by J. Mosse (.20); meet with T. Foudy, M. Moscato, J. Walsh, J. Mosse, and B. Kotliar in advance of call with Kramer Levin to discuss status of draft findings of fact (.50); participate in teleconference with same and Kramer Levin and Morrison & Foerster regarding assignments related to drafting the proposed findings of fact (.40); participate in follow-up meeting with T. Foudy, M. Moscato, J. Walsh, J. Mosse, and B. Kotliar regarding the teleconference with Kramer Levin and Morrison & Foerster (.60); draft detailed version of outline of all relevant facts to discuss in proposed findings of fact in light of same (4.00); meet with M. Moscato and J. Walsh regarding draft outline of key facts to be discussed in the proposed findings of fact (.40); update</p>	8.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 75

draft of detailed findings of fact regarding intercompany
balances in light of M. Moscato's and J. Walsh's
comments (1.10)

11/18/13 BMK	Attend meeting with J. Semmelman, T. Foudy, D. Bloom, and B. Butterfield re: open research and arguments relating to script re: fee issues in connection with the Phase II trial and confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.40); conference with T. Foudy, M. Gallagher, A. Anon, and J. Weber re: drafting script re: excluding Lawrence witness statement offered by conflict party WFBNA, a conflict party, regarding its objection to plan confirmation (.20); review Lawrence Statement, WFBNA Objection, and related declaration in connection with same (.50); review commercial deposit agreement, letter amendment, and factual background regarding dispute with AFI through draft stipulations in connection with same (1.10); draft summary of objection, omnibus reply to same, and relevant deposit agreements (.90); email correspondence with M. Gallagher, T. Foudy, A. Anon, and J. Weber re: same (.30); draft insert for draft script re: same including relevant background and arguments for excluding Lawrence witness statement (.80); conference with M. Moscato re: adequate protection arguments in Phase II in light of Phase I ruling on same in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Silver Point, Davidson Kempner, and UBS are conflict parties (.20); review Phase I opinion in connection with same regarding affirmative findings with respect to petition date value of JSN collateral and implications for Phase II adequate protection claims (.80); attend pre-call meeting with T. Foudy, M. Moscato, J. Walsh, J. Mosse, and M. Jones re: current status of draft findings of fact and incorporating relevant background information (.50); attend conference call with same and Kramer Levin and Morrison & Foerster re: division of labor among firms re: findings of fact and post-trial briefing (.40); follow-up conference with same re: potential arguments and key facts to include in draft findings of fact with respect to value of JSN collateral, arguments relating to Ally contribution allocation and intercompany claims, and prior court rulings re: same (.60); draft inserts for findings of fact re: FGIC settlement and certain Phase I findings (.70); email correspondence with M. Moscato, T. Foudy, J. Walsh, J. Mosse and M. Jones re: same (.20)	8.60
11/18/13 JTW	In connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties, confer with M. Gallagher re: initial drafting of response to conflict party Wells Fargo's objection to plan confirmation seeking a set-aside of	12.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 76

funds for an indemnity claim Wells Fargo holds against the Debtors for potential liability Wells Fargo may have to the JSNs on account of the releases of collateral (.20); confer with D. Bloom re: same (.20); correspond with M. Cohen re: same (.20) review First Amended Joint Plan in preparation for drafting memorandum describing the Plan's mechanisms for addressing Wells Fargo's possible indemnity claim (2.30) review of direct testimony of Heather A. Lawrence provided on behalf of conflict party WFBNA, as successor to Wachovia re: claims against Ally and amounts held in accounts (.40) conduct research to prepare motion to strike direct testimony of Heather A. Lawrence re: same (.80); review scheduling orders entered with respect to Plan confirmation to determine if the submission of direct testimony on behalf of WFBNA was untimely (.90); correspond with T. Foudy and M. Gallagher re: same (.20); review prior status conference transcripts from November 4 and November 14 to identify issues raised by WFBNA (.90) research the treatment of contingent indemnification claims of secured creditors and such parties' rights to seek that the court provide for a set aside on account of its contingent claim (3.20); conduct initial research as to the Debtors' ability to disallow, pursuant to section 502(3)(1)(B) of the Bankruptcy Code, any contingent claim Wells Fargo, as collateral agent, may have against the Debtors to obviate the need to address Wells Fargo's request for a set-aside (1.90); conduct further research as to unsecured claimant's ability to seek a reserve from the Debtors on account of contingent and unliquidated claims (1.40)

11/18/13 DAB

Confer with J. Weber re: JSN fee issues, per J. Semmelman comments and address issues raised by same in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); review detailed invoice chart re: fees and expenses of JSN Ad Hoc Group and Trustee counsel per B. Butterfield email (.80); review orders re: motions in limine for impact on Phase II evidence re: fee issues (.30); review engagement letters re: Trustee liability per T. Foudy and J. Semmelman request (.80); extensive research into unpublished bankruptcy pleadings in and outside the Second Circuit in connection with Ogle argument asserted by Ad Hoc Group re: entitlement to fees (1.80); draft detailed memorandum in preparation for post-trial briefing re: JSN fee issues, per request of J. Semmelman and T. Foudy in connection with the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation (2.90); review further revised Plan and Confirmation Order per T. Foudy request and email same re: same (.50); confer with D. Phillips re: conflict party Wells Fargo analysis in connection with treatment of same in Plan and objection to same (.40); draft

11.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 77

outline of same per D. Phillips analysis (.30); meet with J. Semmelman, B. Butterfield, T. Foudy and B. Kotliar re: strategy moving forward re: JSN fee issues in light of research results (1.40); perform in-depth analysis of treatment of Wells Fargo in security documents in connection with addressing Wells Fargo's plan objection (1.00); draft email memorandum re: same to M. Gallagher and T. Foudy (.80)

11/18/13 JM	Meet with M. Moscato re: witness testimony in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.10); attend pre-call meeting with T. Foudy, M. Moscato, J. Walsh, B. Kotliar, and M. Jones re: current status of draft findings of fact and incorporating relevant background information (.50); attend conference call with same and Kramer Levin and Morrison & Foerster re: division of labor among firms re: findings of fact and post-trial briefing (.40); follow-up conference with same re: potential arguments and key facts to include in draft findings of fact with respect to value of JSN collateral, arguments relating to allocation of Ally contribution and intercompany claims (.60); attention to correspondence with same re: outline of findings of fact for Phase II trial (.30); correspond with M. Jones re: same (.20); draft findings of fact for Phase II trial re: creation of intercompany balances over time (2.10); draft portion of proposed findings of fact for Phase II trial re: accounting for intercompany balances on the Debtors' books and records (1.70); draft portion of proposed findings of fact re: public disclosure of intercompany balances (1.30); draft proposed findings of fact for Phase II trial re: characteristics of intercompany balances (1.90)	9.10
11/18/13 BB2	Review docket items re: retention of professionals by the Junior Secured Notes Trustee in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (2.10); revise summary sheet in connection with same to include additional docket items re: same (2.60); review fee-related discovery from the Ad Hoc Group (.50); populate summary sheet with relevant data in anticipation of meeting tomorrow in connection with same (.80); revise outline in preparation for meeting with J. Semmelman and T. Foudy (1.50); meet with J. Semmelman, T. Foudy, D. Bloom and B. Kotliar in connection with same (1.40); correspondence with D. Bloom in connection with same (.20)	9.10
11/18/13 PR	Research New York, S.D.N.Y. and 2nd Circuit case law for a case or cases where a bankruptcy or other court struck down as unreasonable an indenture trustee's post-petition fees and payments, as per D. Phillips	2.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 78

request in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.70)

11/18/13 SB	Prepare set of requested direct testimonies and expert reports for M. Moscato per request of J. Mosse in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20); prepare G. Gutzeit deposition transcript markup for E. Tobin indicating introduction of deposition exhibits (.40); emails with S. Tice re: staffing for Phase II trial (.20); review new supplemental exhibits for presence of cross-duplicates per request of E. Tobin (.40); prepare Plaintiffs' exhibit list by witness for E. Tobin (.90); file final trial-stamped exhibits in electronic filing system per request of E. Tobin to streamline attorney use at Phase II trial and plan confirmation (6.40); prepare electronic files for transport to Court for same (.90)	9.40
11/18/13 DP2	Review correspondence re: treatment and extent of conflict party Wells Fargo secured claim under JSN transaction and security documents (.30); confer with V. Hing re: Wells Fargo indemnification and fee rights and follow up (.80); follow up research re: reasonableness of trustee fees (.40); confer with D. Bloom re: conflict party Wells Fargo analysis in connection with treatment of same in Plan and objection to same (.40)	1.90
11/18/13 NM	Review correspondence re: draft outline in connection with Curtis' representation as conflicts counsel in the Phase II trial / Plan Confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (.40); research under state law whether JSN and Trustee professional fees may be reduced for duplicative work (1.70); research whether such fees may be reduced for redundant work (1.60); research whether such fees may be reduced as unreasonable for unnecessary work (1.90); research whether such fees may be reduced for the bad faith misuse of the litigation system (2.50); research whether such fees may be reduced for frivolous work (1.20); draft email to J. Semmelman and D. Bloom re: reasonableness research (1.00); correspond with D. Bloom re: citation for outline (.40); meet with J. Semmelman re: reasonableness research (.30)	11.00
11/18/13 ET	Correspond with C. Kerr and A. Lawrence of Morrison & Foerster and E. Combs, M. Jones and S. Ballard re: responses and objections to JSNs' supplemental exhibits in connection with the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS,	11.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 79

Silver Point, and Davidson Kempner are conflict parties (.50); conference call with C. Kerr and A. Lawrence of Morrison & Foerster, B. O'Neill of Kramer Levin and D. Donovan and J. Brown of Kirkland & Ellis re: proposed trial exhibits in connection with same (.40); review JSNs' email supplemental exhibits and relevant portions of deposition testimony in order to draft proposed responses and objections thereto (1.30); begin drafting proposed responses and objections to same in connection with same (1.60); draft and respond to emails with A. Lawrence re: same (.50); review the Court's decisions granting the Plan Proponents' motion in limine to exclude the proposed expert testimony of R. Lyons and denying the JSNs' motion in limine to exclude the proposed expert rebuttal testimony of G. Gutzeit for impact on Phase II trial exhibits and evidentiary issues (.40); correspond with C. Kerr and A. Lawrence re: same (.20); work with E. Combs to identify proposed trial exhibits for declaration by AFI witness certifying exhibits as business records under F.R.E. 803(6) (2.80); confer (via telephone and email) with A. Lawrence re: same (.30); email correspondence with M. Glick of Kirkland & Ellis re: admissibility of certain AFI documents at the Phase II trial (.90); review JSNs' newly asserted objections to Plaintiffs' proposed trial exhibits (.40); confer with A. Lawrence and E. Combs re: same (.30); review JSNs' additional supplemental trial exhibits (.40); draft proposed responses to same (.70); correspond with A. Lawrence and E. Combs re: same (.40)

11/18/13 AVA	Research grounds for motion to exclude evidence in connection with conflict party WFBNA's untimely filing of witness testimony and exhibits in connection with ResCap trial regarding Plan Confirmation (2.10); draft talking points regarding grounds for exclusion of evidence as untimely in connection with same (.50); research case law relevant to whether a secured creditor is entitled to a reserve on the basis of contingent claims at the request of M. Gallagher and in connection with Residential Capital Plan Confirmation (1.90); research case law relevant to rights of collateral agents in connection with same (1.60)	6.10
11/19/13 JS	Emails with J. Mosse re: fee issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.10); emails with D. Bloom, J. Walsh and T. Foudy re: Phase II trial (.30); emails with N. Mazanitis re: fee issue research under New York State law (.20); review cases re: fee applications held to be unreasonable (1.80); work on revised talking points outline of fee issues for use at the Phase II trial and Plan Confirmation (2.00); emails with J. Weber and D. Bloom re: Federal Rule of Bankruptcy Procedure 2019	7.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 80

	issues (.30); meet with N. Mazanitis to discuss status of legal research on fee issues (.30); work on proposed findings of fact re: fee dispute issues (1.60); call with D. Bloom re: proposed findings of fact in connection with same (.40); emails with B. Kotliar re: legal research on burden of proof issues in connection with same (.20)	
11/19/13 SJR	Comment on proposed findings of fact in connection with Phase II of trial in ResCap case, as Defendants Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (1.20); review case law research regarding issues with respect to post-petition fees and expenses of JSNs' professionals and certain related parties (.80)	2.00
11/19/13 TF1	Attend day 1 of confirmation hearing/phase II trial in order to incorporate relevant trial testimony and evidence into Phase II proposed findings of fact handled by Curtis as Defendants Well Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (6.00); confer with K. Eckstein and B. O'Neill of Kramer Levin and G. Lee and T. Goren of Morrison & Foerster during lunch break on fee issues (.50); review email from K. Eckstein of Kramer Levin regarding conflict party Wells Fargo reserve request (.10); review emails from J. Semmelman and D. Bloom on outline of arguments/research questions regarding JSN request for fees (.20); continue review of pre-trial order with particular attention to JSN contentions for purposes of drafting proposed Phase II findings of fact (.50); provide comments on draft outline of proposed Phase II findings of fact (1.70); draft email to C. Kerr of Morrison & Foerster regarding effect of Michael Fazio testimony on Lyons preclusion (.10); edit proposed Phase II specific findings of fact insert on adequate protection (.80); review latest version of proposed stipulation sent to conflict party WFBNA (.20); review draft "talking points" outline for proposed witness of conflict party WFBNA (.30); edit draft letter to UMB counsel regarding fee damand (.70); exchange emails with T. Goren and S. Martin of Morrison & Foerster on same (.30); review and provide comments on draft outline for post-trial brief received from D. Blabey of Kramer Levin (.50)	11.90
11/19/13 MJM	Review M. Jones outline of intercompany balances section of Phase II specific findings of fact handled by Curtis as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson kempner are conflict parties (.60); discussion with J. Mosse and M. Jones re: drafting outline for Phase II findings of fact (.40); review revised outline of intercompanies section of Phase II findings of fact (.40); discussion with J. Mosse re: outline of Ally contribution section of Phase II findings of fact (.30); discussion with J. Walsh re: global outline	3.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 81

of Phase II findings of fact (.30); meet with J. Walsh and J. Mosse to discuss same, project tasks, and assignments re: same (.50); review outline for Ally contribution section of Phase II findings of fact (.30); follow-up discussions with J. Mosse and J. Walsh re: outline of Phase II findings of fact (.70); review adequate protection section of outline for Phase II findings of fact (.40)

11/19/13 JJW	Review opening statement presentations by the Plaintiffs/Plan Proponents and Defendants/Plan Objectors, in connection with drafting Phase II findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.00); review and revise outline of intercompany balances section of Phase II findings of fact in connection with same (.50); discussion with J. Mosse and M. Jones re: outline for Phase II findings of fact re: same (.40); conference with M. Moscato re: outline of Phase II findings of fact (.30); meeting with M. Moscato and J. Mosse re: outline of Phase II findings of fact (.50); review and revise outline for AFI contribution section of Phase II findings of fact (.50); conference with J. Mosse and M. Moscato re: outline of Phase II findings of fact (.70); review and revise adequate protection section of outline for Phase II findings of fact (.50); review research on conflict party Wells Fargo objection to Plan, including analysis of indenture documents (2.00); conference with A. Anon, D. Bloom and J. Weber re: response to objection by conflict party Wells Fargo (.40); multiple correspondence with T. Foudy re: Wells Fargo objection and Phase II matters (.40); revise initial draft Phase II specific findings of fact re: intercompany balances (2.20)	9.40
11/19/13 VXH	Revise draft memo re: Wells Fargo's Collateral Agents' rights under debt and security agreements in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.90); follow-up correspondence with T. Foudy, M. Gallagher, D. Bloom, and J. Weber re: same (.50); follow-up correspondence with D. Phillips with respect to same (.40)	3.80
11/19/13 MG8	Prepare for openings of Confirmation Hearing, including review of materials related to Wells Fargo objection, materials and correspondence related to resolution of conflict party Oracle objection and further amended Plan and Confirmation Order (1.20); attend first day Confirmation Hearing to attend to issues related to Kessler Settlement and to be in position to incorporate testimony, evidence, and Court statements into upcoming findings, submissions, and talking points (6.50); attend to further correspondence with A. Doshi,	10.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 82

counsel to Oracle regarding certain rejected agreements and their relation to Confirmation Order (.10); follow-up with M. Rothchild and A. Barrage of Morrison & Foerster regarding information with respect to the same (.20); follow-up correspondence with A. Doshi regarding same (.30); review draft outline for fee issues relating to Ad Hoc Group, and Notes Trustee for findings of fact and conclusions of law, as Noteholders Davidson Kempner, UBS and Silverpoint are conflict parties (.60); review memorandum prepared by V. Hing regarding JSN documents and related documents involving same collateral in connection with analysis of rights of conflict party Wells Fargo as collateral agent (.60); attend to follow-up correspondence from D. Bloom regarding open questions in connection with same (.30); review responses of V. Hing supplementing earlier memo outlining JSN documents and other relevant documents governing Wells Fargo rights (.40)

11/19/13 MAC	Review and research regarding JSN fees and JSNs' ability to have fees paid by bankruptcy estate under current version of proposed Plan (1.10); correspond with D. Bloom re: claim allowance issues for pre- and post- petition fees of the JSNs and Notes trustee (.30)	1.40
11/19/13 EC	Prepare list of exhibits to be certified as business records by ResCap records custodian in connection with Plan Confirmation and the Phase II trial as Defendants include conflict parties Wells Fargo, Davidson Kempner and Silver Point (3.90); draft business records certification to be submitted by ResCap records custodian (3.40); research relating to whether contracts can ordinarily be introduced as business records under the exception found at Federal Rule of Evidence 803(6) (2.20); revise exhibit lists to reflect additional duplication between and within lists (.80); revise exhibit list to reflect analysis of records to be admitted through witness statements (.60)	10.90
11/19/13 MPJ	Update section of outline re: AFI contribution for the proposed findings of fact for the Phase II trial where Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.80); update section of outline of proposed findings of facts relating to intercompany claims with J. Mosse (1.70); update section of outline of proposed findings of facts relating to the JSNs' lack of adequate protection liens (1.90); meet with M. Moscato, J. Walsh, and J. Mosse regarding current drafts out outline relating to the proposed findings of facts (.40); update section of outline relating to the subordination of the RMBS claims (2.10); review slides presented at opening arguments for possible inclusion into proposed findings of facts (.70); begin drafting section of proposed findings of facts regarding the AFI contribution (2.60)	10.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 83

11/19/13 BMK	Review Northwest bankruptcy pleadings regarding payment of secured creditor fees for procedural posture and facts regarding Rule 2016 applications and motions for payment in connection with objecting to postpetition fees of JSNs as Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.30); conference with D. Bloom re: receiving research assignment re: same re: burden of secured creditor receiving postpetition fees under section 506 of the Bankruptcy Code (.70); research case law in second circuit re: same including procedural mechanism for creditors receiving same under rule 2016 or through claims allowance process (2.40); research case law outside second circuit re: cases permitting same through proofs of claim (1.50); related email correspondence with D. Bloom highlighting open issues re: same and providing update on research (.50); update outline re: same, emphasizing case law in favor of Rule 2016 applications for such creditors (2.00); email correspondence with J. Semmelman and D. Bloom re: burden of proving reasonableness in Rule 2016 and proof of claim context (.40); email correspondence with same re: explaining state of the law with respect to fully secured creditors recovering postpetition fees under rule 2016/section 506 (.90); conferences and correspondence with M. Jones re: drafting portion of outline re: proposed Phase II findings of fact in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.30)	10.00
11/19/13 JTW	Review memorandum prepared by V. Hing addressing the collateral agent's treatment under the security documents after an event of default in connection with conflict party Wells Fargo's plan objection regarding its request for set aside (.80); confer with D. Bloom re: memorandum by V. Hing and address issues raised as well as follow-up issues and next steps to address the potential estimation of Wells Fargo's indemnity claims (.80); conduct research as to estimation of claims under section 502(c)(1) of the Bankruptcy Code (2.40); review recent opinion from Judge Gerber in Chemtura which Wells Fargo cited in correspondence to Debtors counsel as grounds for establishing a reserve on account of Wells Fargo's indemnity claim (1.10); review Adelpia decision cited by counsel to the indenture trustee as authority supporting the estimation of a secured claim (1.20); correspond with D. Bloom and J. Semmelman to include judicial authority discussing Rule 2019 to strengthen arguments in trial outline re: disallowance of fees as unreasonable (.80); review of the Third Priority Pledge Agreement to confirm that the Indenture Trustee's right to fees are controlled by the terms of the indenture and are not subject or changed	8.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 84

by provisions of the Third Priority Pledge Agreement (.60); update outline re: fee dispute re: same and circulate revisions to D. Bloom and J. Semmelman (.10); confer with J. Walsh, D. Bloom and A. Anon re: treatment of Wells Fargo's indemnity right and assignment of research tasks to address estimation of claims, possible arguments for disallowance under section 502(e)(1)(B) of the Bankruptcy Code and refine summary of current treatment under the Joint Plan (.40)

11/19/13 DAB	<p>Telephonically attend opening arguments of Confirmation hearing in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties the Phase II trial and plan confirmation where plan objectors include conflict parties Wells Fargo, WFBNA, and noteholders UBS, Silver Point, and Davidson Kempner in order to assess status of JSN fee issues (2.30); confer with J. Weber re: transcript question related to JSN fee issues (.20); analyze of UMB position with respect to conflict party Wells Fargo indemnity treatment in Plan (.80); correspond with M. Gallagher and J. Weber re: Judge Glenn view at opening arguments on Wells Fargo claim (.20); email to J. Semmelman re: Judge Glenn statements re: JSN fee issues at opening arguments (.20); review transcripts related to same per B. Butterfield email (.30); extensive edits to draft talking points for Phase II hearing re: JSN fee issues, per J. Semmelman and M. Gallagher comments (2.80); correspond with N. Mazanitis re: reasonableness research under state law for impact on same (.30); draft findings of fact outline re: JSN fee issues per J. Walsh and M. Moscato request (3.00); email with B. Butterfield and B. Kotliar re: edits to global outline re: same (.30); research re: bankruptcy reasonableness standards per J. Semmelman request in connection with same (1.10); review and respond to email from T. Foudy containing draft letter from Morrison & Foerster to UMB re: indemnification and fees and expenses issues (.40); confer with B. Kotliar re: research into burden of proof issues and research results re: same (.70); confer with J. Walsh, J. Weber, and A. Anon re: treatment of Wells Fargo's indemnity right and assignment of research tasks to address estimation of claims, possible arguments for disallowance under section 502(e)(1)(B) of the Bankruptcy Code and refine summary of current treatment under the Joint Plan (.40)</p>	13.00
11/19/13 JM	<p>Continue to draft portion of proposed findings of fact for Phase II re: characteristics of intercompany balances in connection with the Phase II trial as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson</p>	12.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 85

Kempner are conflict parties (1.40); review Joint Pre-Trial Order in connection with same (.60); review M. Jones outline of intercompany balances section of Phase II findings of fact in connection with same (.60); discussion with M. Moscato and M. Jones re: outline for Phase II findings of fact (.40); update portion of outline for Phase II findings of fact re: intercompany balances (1.80); discussion with M. Moscato re: outline of Ally contribution section of Phase II findings of fact (.30); draft portion of outline for Phase II findings of fact re: Ally contribution (1.20); meet with J. Walsh and M. Moscato re: completing outline of Phase II findings of fact (.50); update outline for Ally contribution section of Phase II findings of fact in light of prior meeting (.30); follow-up discussion with M. Moscato and J. Walsh re: outline of Phase II findings of fact (.70); draft adequate protection section of outline for Phase II findings of fact (.90); update portion of outline of Phase II findings of fact re: subordination of RMBS claims (.50); review portion of outline of Phase II findings of fact re: default interest and fees (.40); review JSNs' and Notes Trustee's slides from opening statements for Plan confirmation hearing and Phase II trial for use in drafting Phase II specific findings of facts (.30); review Debtors' slides from opening statements for Plan confirmation hearing and Phase II trial in connection with same (.40); draft portion of Phase II proposed findings of fact re: forgiveness of intercompany balances (.90); review direct testimonies of Tammy Hamzehpour and Barbara Westman in connection with same (.30); draft portion of Phase II proposed findings of fact re: lack of formalities with respect to intercompany balances (.60)

11/19/13 BB2	<p>Correspondence with D. Bloom regarding further research and potential revisions to summary of retention of professionals by the JSNs and the Notes Trustee per discussion with J. Semmelman and T. Foudy in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); revise comprehensive summary of all hearing appearances made and papers filed by White & Case, Milbank on behalf of the JSNs, Notes Trustee between May 2013 and October 2013 per direction of J. Semmelman, T. Foudy (3.70); correspondence with J. Semmelman, T. Foudy, D. Bloom regarding revisions in connection with same (.10); further review of selected hearing appearances made and papers filed by White & Case, Milbank on behalf of the JSNs, Notes Trustee between May 2013 and October 2013 per correspondence with J. Semmelman and T. Foudy (2.10); review trial and deposition transcripts per correspondence with T. Foudy and D. Bloom in connection with same (1.30)</p>	7.50
--------------	---	------

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 86

11/19/13 PR	Continue to finalize research on New York, S.D.N.Y. and 2nd Circuit case law for cases where a bankruptcy or other court struck down as unreasonable an indenture trustee's post-petition fees and payments, as per D. Phillips request in connection with addressing fee dispute with Ad Hoc Group and Wells Fargo (5.10); correspond with D. Phillips re: research results re: same (.20); draft brief synopses of the cases most on-point to the same subject matter (1.10); email the synopses and cases to D. Phillips for review (.10)	6.50
11/19/13 SB	Attendance at the Phase II trial and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties to assist E. Tobin and C. Kerr with exhibits and slides for Phase II (6.50); compile Opening Argument slide decks and trial transcripts (2.50); circulate same to Plan Proponents (.30)	9.30
11/19/13 DP2	Review V. Hing memorandum on conflict party Wells Fargo indemnification and fee rights under JSN transaction and security documents in connection with its Plan objection (.50); provide comments and follow up email correspondence with V. Hing in connection with same (.20);	0.70
11/19/13 NM	Correspond with J. Semmelman and D. Bloom re: reasonableness research with respect to professional fees under indenture and security documents, in connection with Curtis' representation as conflicts counsel in the phase II trial / plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (.60); research whether fees may be reduced for the bad faith misuse of the litigation system (3.50); research whether fees may be reduced for harassing or wasteful behavior of the prevailing party (2.40); research whether fees may be reduced for excessive work (3.10); draft email to J. Semmelman and D. Bloom re: reasonableness research (1.60); meet with J. Semmelman re: reasonableness research (.30)	11.50
11/19/13 ET	Attend opening statements for Plan Confirmation and the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (6.50); email correspondence with E. Combs re: identification of Plan Proponents' exhibits for inclusion in business records certification under F.R.E. 803(6) (.30); draft email to M. Glick of Kirkland & Ellis re: admission of executed agreements for limited purposes in Phase I of the JSN Adversary Proceeding (.10); confer with C. Kerr, A. Lawrence, and D. Raines of Morrison & Foerster re: strategic issues for Plan Confirmation and the Phase II trial, including admissibility of JSNs'	14.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 87

proposed trial exhibits (.50); correspond with E. Combs, M. Jones and S. Ballard re: exhibit issues for Plan Confirmation and the Phase II trial in the JSN Adversary Proceeding, focusing on admissibility of proposed exhibits related to the Examiner's Report (.40); review Plan Proponents' exhibits to which the JSNs have objected on hearsay grounds (.90); draft business record certification pursuant to F.R.E. 803(6) and 902(11) in connection with same (2.10); provide same to A. Lawrence of Morrison & Foerster (.10); correspond with E. Combs re: same (.30); review certain exhibits on the Plan Proponents' exhibit list that are AFI documents (1.00); confer with M. Glick of Kirkland & Ellis re: same (.20); email correspondence with A. Lawrence re: same (.30); review rough transcript of opening statements, focusing on issues related to admissibility of the Examiner's Report for impact on trial exhibits going forward (.40); review transcript of August 28, 2013 proceedings before Judge Glenn, focusing on the Court's comments regarding the admissibility of the Examiner's Report (.40); draft email to A. Lawrence and C. Kerr of Morrison & Foerster re: same (.40); correspondence with M. Jones re: same (.20); email correspondence with P. Farber and A. Goodman of Kramer Levin re: documents on the JSNs' exhibit list re: communications about intercompany claims (.30)

11/19/13 AVA	<p>Research rights of collateral agents to establish reserves for contingent claims in connection with limited objection of conflict party Wells Fargo, as Collateral Agent, to Releases in connection with objection to Plan Confirmation (2.90); research right to estimation proceeding under federal law in connection with same (1.10); review Pinzon Direct Testimony (Wells Fargo), Indenture Agreement, First Security Agreement and Notes Security Agreement in connection with inquiry regarding Wells Fargo's rights to reservation of funds for its contingent indemnification claim (2.50); review memorandum of V. Hing related to interpretation of governing agreements, in connection with Wells Fargo's Objection to Plan (.70); begin research regarding potential disallowance of claims under Section 502(e)(1)(B) of the Bankruptcy Code, in connection with Wells Fargo's limited objection to Plan (2.30); confer with J. Walsh, D. Bloom, and J. Weber re: treatment of Wells Fargo's indemnity right and assignment of research tasks to address estimation of claims, possible arguments for disallowance under section 502(e)(1)(B) of the Bankruptcy Code and refine summary of current treatment under the Joint Plan (.40)</p>	9.90
11/20/13 JS	<p>Review D. Bloom draft of proposed findings of fact in connection with the fee dispute issues arising in the Phase II of the JSN Adversary Proceeding and Plan</p>	8.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 88

Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.50); extensive analysis of issues pertaining to JSN fee entitlements and Wells Fargo indemnity rights in connection with same (3.00); extensive revisions to findings of fact with attention to JSN and Wells Fargo fee and indemnity issues in connection with same (1.00); emails re: same with D. Bloom, B. Butterfield, B. Kotliar and T. Foudy (1.00); confer with D. Bloom re: fee issues (.60); emails with T. Foudy re: developments in ongoing Phase II trial (.20); evaluate deficiencies in certain trial exhibits in connection with litigating fee dispute issues (1.20); emails with V. Hing re: indemnity issues in connection with Plan objection by conflict party Wells Fargo (.20)

11/20/13 SJR	Attend to review of issues regarding Phase II post-trial briefing regarding issues related to conflict parties Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner focusing on efforts to find common ground for resolution (2.30)	2.30
--------------	--	------

11/20/13 TF1	Exchange emails with M. Gallagher concerning analysis of conflict party Wells Fargo Plan objection (.10); attend day 2 of confirmation hearing/phase II trial where Defendants Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties in order to incorporate relevant trial testimony and evidence into Phase II proposed findings of fact handled by Curtis (6.00); review emails from J. Trachtman and T. Goren of Morrison & Foerster commenting on outline of post-trial brief (.10); draft email summaries to drafters of post-trial findings M. Moscato, J. Walsh, J. Mosse, and B. Kotliar re: relevant trial testimony that may need to be incorporated into same (.70); review new drafts of conflict party WFBNA stipulation in connection with resolving Plan objection by same (.40); confer with G. Lee of Morrison & Foerster on draft response to UMB regarding demand for fee payment (.10); confer with S. Zide of Kramer Levin regarding indenture provisions regarding entitlement to professional fees and expenses (.10); exchange emails with D. Bloom and V. Hing on same (.20); review exhibits JSNs submitted in connection with fees and suggest follow-up analysis in connection with same (.50); correspond with J. Walsh and M. Gallagher on draft cross-examination of Michael Pinzon, vice president of conflict party Wells Fargo (.40); review M. Pinzon witness statement in connection with same (.30); confer with A. Lawrence of Morrison & Foerster on cross of Pinzon and time needed for same (.10); confer with B. O'Neill on cross of Pinzon (.10); draft cross-examination script for M. Pinzon (.60)	9.70
--------------	--	------

11/20/13 MJM	Discussion with J. Walsh re: initial drafts of Phase II specific findings of fact as Defendants Wells Fargo and	1.70
--------------	---	------

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 89

noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.50); discussion with J. Mosse and J. Walsh re: intercompany balances section of draft Phase II findings of fact (.40); discussion with M. Jones and J. Walsh re: Ally contribution section of draft Phase II findings of fact (.20); meet with J. Walsh, J. Mosse, and M. Jones re: progress report for drafting of Phase II findings of fact (.40); meet with B. Kotliar and J. Walsh re: adequate protection section of draft Phase II findings of fact (.20)

11/20/13 JJW	<p>Draft facts related to counterclaims re: RMBS settlement and subordination issues in connection with Phase II specific proposed findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (3.00); conference with M. Moscato re: draft Phase II findings of fact re: same (.50); discussion with J. Mosse and M. Moscato re: intercompany balances section of draft Phase II findings of fact (.40); discussion with M. Jones and M. Moscato re: Ally contribution section of draft Phase II findings of fact (.20); meeting with M. Moscato, J. Mosse, and M. Jones re: progress report for drafting of Phase II findings of fact and next steps re: same (.40); meeting with B. Kotliar and M. Moscato re: adequate protection section of draft Phase II findings of fact (.20); prepare cross-examination outline for Michael Pinzon of conflict party Wells Fargo in connection with litigating Wells Fargos' plan objection (1.70); conference with T. Foudy and M. Gallagher re: same (.40); review Michael Pinzon deposition transcript and related documents in connection with cross-examination preparation (1.50); review transcript of trial proceedings in connection with incorporating relevant trial testimony into draft Phase II specific proposed findings of fact (.50); conference with M. Gallagher, V. Hing, D. Bloom, B. Kotliar, and J. Weber re: response to Wells Fargo objection in light of research results (1.00); review Wells Fargo objection and related materials in connection with proposed response to objection (1.00)</p>	10.80
11/20/13 VXH	<p>Meeting with H. Sawyer to discuss review of Wells Fargo rights (.60); analyze Debtors' secured debt agreements as they relate to potential claims of note holders and the trustee against Wells Fargo (2.20); review collateral agents' charging liens and other security interests in connection with enforcement mechanics with respect to same (2.50); email correspondence with T. Foudy, D. Bloom, and M. Gallagher re: summary of results of analysis of same for impact on current Plan and Plan objections (1.80); conference with J. Walsh, M. Gallagher, D. Bloom, B. Kotliar, and J. Weber re: response to Wells Fargo objection in light of research results (1.00); meet with P. Ruiz re: legal relationships, within the context of</p>	9.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 90

intercreditor agreements between third priority secured parties, first priority secured parties, and an entity that is collateral control agent to both third priority and first priority secured parties and re: whether parties can sue under contract breach claims and/or agent/principal claims their collateral control agent in an intercreditor agreement in connection with resolving conflict party Wells Fargo's plan objection (.60); follow-up email correspondence with D. Bloom re: additional arguments with respect to charging liens (.80)

11/20/13 MG8

Review updated analysis of Plan issues re: conflict party Wells Fargo rights as Collateral Agent under the JSN Indenture, Intercreditor Agreement and First Lien Security Agreement in connection with responding to plan objection (.40); correspond with T. Foudy regarding analysis of Wells Fargo's rights (.30); attend meeting with V. Hing, J. Walsh, D. Bloom, J. Weber and A. Anon to discuss conflict party Wells Fargo claims and rights under applicable documents in its capacity as Collateral Agent and related research with respect to the estimation of Wells Fargo's indemnity claim or potential disallowance pursuant to section 502(e) of the Bankruptcy Code (1.00); review JSNs list of proposed confirmation witnesses (.20); attend portion of Confirmation Hearing, witnesses included Kruger, Rienzi and Blumentritt and Thompson testimony admitted without cross for purposes of ongoing negotiations and drafting of findings of fact (3.60); review and comment on proposed Debtors' response to UMB letter regarding its entitlement to fees and expenses (.40); attend to multiple correspondence with N. Rosenbaum of Morrison & Foester, E. Frejka of Kramer Levin, and J. Walsh regarding hearing of Kessler Settlement and logistics of B. Thompson attendance (.20); attend to review of and follow-up communications with D. Bloom and V. Hing with respect to section 6.11 of the Indenture and potential for recovery by Debtors of certain fees and expenses incurred due to actions of JSNs (.50); attend to notice of Wells Fargo order of witnesses for confirmation (.10); review direct testimony of M. Pinzon, witness for conflict party Wells Fargo (.40); review filed stipulation for conflict party WFBNA testimony (.10); review stipulation for RMBS trustee testimony (.10); attend to correspondence with T. Foudy and J. Walsh regarding drafting cross for Wells Fargo witness, M. Pinzon (.30); review of withdrawal of GM Insurers' confirmation objection (.20); review supplemental objection of JSNs to confirmation of Plan due to modifications of certain defined terms relevant to JSNs' claims (.30); follow-up with D. Bloom regarding same and potential resolution (.20); review analysis of V. Hing regarding section 6.11 of the Indenture and potential use by the Plan Proponents method for recouping costs of JSN litigation (.30)

8.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 91

11/20/13 HS2	Research case law on whether an action for declaratory relief is covered by Section 315 of trust indenture act in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.50); conference with V. Hing re: status of same in connection with conflict party Wells Fargo's rights (.60); email findings to V. Hing for review (.40)	3.50
11/20/13 EC	Revise Residential Capital business records certification prepared in connection with Phase II trial and Plan Confirmation as Defendants include conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (1.80); review partial dismissal of JSNs' Phase I claims for citation check of draft findings of fact (.30); revise tracking master copies of Proponents' and Defendants' exhibit lists to reflect admissions at trial during the day (1.90)	4.00
11/20/13 MPJ	Draft portion of the Phase II proposed findings of fact relating to the Ally Contribution and whether the contribution is allocable among the claims settled in connection with Plan Confirmation and the Phase II trial where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (5.10); attend to revisions to same (2.90); discussion with M. Moscato and J. Walsh re: Ally contribution section of draft Phase II findings of fact (.20)	8.20
11/20/13 BMK	Correspondence with D. Bloom re: retention of professionals by the Junior Secured Notes Trustee in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); revise timeline detailing retention per discussion with T. Foudy, J. Semmelman on November 18 in connection with same (4.20); create summary comparing "Schedule I" attached to the JSN Request letter dated "as of June 7" (DX-BAX) against the F.R.B.P. 2019 statements filed on May 17 and November 5 in connection with same (1.10); correspondence with D. Bloom, J. Semmelman regarding possible discrepancies between the "Schedule I" and 2019 statements filed by White & Case in connection with same (.40); correspondence with D. Bloom in connection with representations made by White & Case and Milbank in the F.R.B.P. 2019 statements in connection with same (.20); correspondence with J. Weber regarding UMB Bank and U.S. Bank in connection with same (.20); revise chart with information contained in fee-related discovery, in particular the dollar amounts from each invoice broken down by month as compared with	7.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 92

similar invoices from each professional service provider, including White & Case and Milbank, in connection with Phase II findings of fact re: fee dispute (3.00); correspondence with D. Bloom and T. Foudy re: results of same (.50); additional revisions to invoice chart per correspondence with T. Foudy in connection with same (1.00); input changes to outline created as script on Phase II fee issues in connection with same (1.30); confer with D. Bloom re: status of various analyses related to same (.80)

11/20/13 JTW	In connection with addressing conflict party Wells Fargo's objection to plan confirmation, continue research to identify factually analogous circumstances in which courts have estimated contingent or unliquidated claims at zero pursuant to section 502(c) (1) of the Bankruptcy Code (2.40); initial drafting of memorandum inclusive of background information relevant to Wells Fargo's indemnity claims as First and Third Priority Collateral Agent (2.80); compile case law for memorandum supportive of the Debtors' ability to estimate Wells Fargo's contingent indemnity claims at zero (1.40); draft memorandum sections addressing the Debtors' likelihood of estimating Wells Fargo's contingent, unliquidated indemnity claims at zero (2.10) Participate in internal meeting with J. Walsh, V. Hing, M. Gallagher, A. Anon, and D. Bloom to discuss and identify (i) different levels of treatment of Wells Fargo, fees, expenses and indemnity, pursuant to provisions of the Proposed Joint Plan (1.00); correspondence with T. Foudy, D. Bloom, and J. Semmelman re: possible arguments arising from Defendants' Exhibit DX BAX to illustrate bad faith to identify (.40); review additional defendants' exhibits re: same and discrepancies with the Rule 2019 Verified Statement filed by the counsel to Ad Hoc Group (1.10); review historical trading data produced to Plaintiff's re: same (.60); correspond with D. Bloom re: same and respond to additional correspondence from T. Foudy re: same (.30); review of analysis of the Proposed Joint Plan re: treatment of Wells Fargo's indemnity claim provided by D. Bloom (.80); review of research provided by A. Anon re: disallowance of Wells Fargo's contingent indemnity claim pursuant to section 502(e)(1)(B) of the Bankruptcy Code (.60)	13.50
11/20/13 DAB	Meet with V. Hing, M. Gallagher, J. Walsh, J. Weber and A. Anon re: conflict party Wells Fargo indemnification issues and Plan confirmation objection issues (1.00); analyze treatment of potentially estimated Wells Fargo indemnity claim in connection with resolving same (1.70); draft detailed memorandum addressing Wells Fargo indemnity issue including arguments re: estimation of prepetition indemnity claim (3.20); emails to J. Weber, D. Phillips, V. Hing, and M. Gallagher re: same (1.30); begin draft section of	12.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 93

findings of fact re: JSN and Trustee fee issues per J. Walsh and M. Moscato request based on prior research (1.70); confer with B. Butterfield re: status of various analyses related to same (.80); review of same in connection with drafting of findings of fact (1.00); correspond with M. Gallagher re: insertion of Wells Fargo issues into findings of fact re: JSN fees (.30); confer with J. Semmelman re: Morrison & Foerster letter to UMB re: fee issues (.60); analyze potential use of section 6.11 of the Indenture and Citicorp case to obtain fee offset from JSNs due to bad faith acts (1.30)

11/20/13 JM	<p>Attention to correspondence re: draft response to UMB Bank's letter re: payment of fees and expenses in connection with fee dispute in the Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); meet with J. Walsh and M. Moscato re: section of draft findings of fact re: intercompany balance for submission post-Phase II trial (.40); continue to draft section of proposed findings of fact re: intercompany balances (1.70); draft email to T. Foudy, M. Moscato and J. Walsh re: deposition testimony of William Marx in connection with Phase II trial (.20); review direct testimony of Michael Pinzon of conflict party Wells Fargo in connection with preparation of cross-examination of same in connection with Phase II trial and Plan confirmation (.30); draft email to T. Foudy, M. Moscato, and J. Walsh summarizing same (.30); review correspondence from T. Foudy re: summary of November 20 Phase II trial testimony for use drafting Phase II specific findings of fact re: intercompany balances (.30); review draft findings of fact re: subordination of RMBS claims in connection with same (.40); attention to correspondence re: findings of fact re: Ad Hoc Groups/Notes Trustee request for payment of fees and expenses (.20); meet with M. Moscato, J. Walsh and M. Jones re: progress report for drafting Phase II findings of fact, next steps and project assignments (.40); continue to draft Phase II specific proposed findings of fact re: intercompany balances (3.60); review JSNs' supplemental Plan objection in connection with impact on same (.30); attention to correspondence from T. Foudy re: questions posed by Judge Glenn during November 20 Phase II trial for use in Phase II findings of fact (.20); continue to draft proposed findings of fact re: intercompany balances (2.10)</p>	10.60
11/20/13 BB2	<p>Correspondence with D. Bloom re: retention of professionals by the Junior Secured Notes Trustee in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); revise timeline detailing retention per discussion</p>	12.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 94

with T. Foudy, J. Semmelman on November 18 in connection with same (4.20); create summary comparing "Schedule I" attached to the JSN Request letter dated "as of June 7" (DX-BAX) against the F.R.B.P. 2019 statements filed on May 17 and November 5 in connection with same (1.10); correspondence with D. Bloom, J. Semmelman regarding possible discrepancies between the "Schedule I" and 2019 statements filed by White & Case in connection with same (.40); correspondence with D. Bloom in connection with representations made by White & Case and Milbank in the F.R.B.P. 2019 statements in connection with same (.20); correspondence with J. Weber regarding UMB Bank and U.S. Bank in connection with same (.20); revise chart with information contained in fee-related discovery, in particular the dollar amounts from each invoice broken down by month as compared with similar invoices from each professional service provider, including White & Case and Milbank, in connection with Phase II findings of fact re: fee dispute (3.00); correspondence with D. Bloom and T. Foudy re: results of same (.50); additional revisions to invoice chart per correspondence with T. Foudy in connection with same (1.00); input changes to outline created as script on Phase II fee issues in connection with same (1.30); confer with D. Bloom re: status of various analyses related to same (.80)

11/20/13 PR	Meet with V. Hing re: legal relationships, within the context of intercreditor agreements between third priority secured parties, first priority secured parties, and an entity that is collateral control agent to both third priority and first priority secured parties and re: whether parties can sue under contract breach claims and/or agent/principal claims their collateral control agent in an intercreditor agreement in connection with resolving conflict party Wells Fargo's plan objection (.60); conduct research re: same (6.70)	7.30
11/20/13 FRG	Assist K. Kim in assembling materials for Phase II Trial binders, including retrieval of October 15, 2013 hearing transcript (.30)	0.30
11/20/13 SB	Attend Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties in order to assist Plan Proponents with presenting/distributing witness exhibits and other critical trial materials to the Court and parties in interest (9.00); prepare index of exhibits cited in R. Bingham direct testimony and objections thereto per request of E. Tobin in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.60); assemble UCC collateral release statements for J. Walsh in	11.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 95

	preparation for cross-examination of M. Pinzon, witness for Wells Fargo (.60)	
11/20/13 DP2	Meet with V. Hing, J. Walsh, D. Bloom, J. Weber, and M. Gallagher re: Wells Fargo objection and arguments to resolve the same (1.00)	1.00
11/20/13 NM	Continue research re: whether professional fees may be reduced for the bad faith misuse of the litigation system, in connection with Curtis' representation as conflicts counsel in the phase II trial/plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (2.50); research whether fees may be reduced for harassing or wasteful behavior of the prevailing party (2.80); research whether fees may be reduced for purposefully aggressive litigation tactics (2.60); draft email to J. Semmelman and D. Bloom re: research results as to various inquiries on reasonableness of professional fees (1.10)	9.00
11/20/13 ET	Attend trial for Plan Confirmation and the Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties in order to attend to exhibit related issues in connection with the same (testimony of T. Marano, M. Carpenter, J. Dubel, L. Kruger and M. Renzi) (6.00); correspond with E. Combs and S. Ballard re: exhibit related issues (.30); work to update master list of Plan Proponents' trial exhibits regarding exhibits admitted into evidence through the testimony of J. Morrow, M. Scott, R. Major, B. Meyer, T. Mussara, A. Pfeiffer, J. Fraggia, F. Sillman, L. Allen, R. Friedman, F. Acebaedo, M. Sohlberg, T. Marano and L. Kruger (1.20); revise the Debtors' business record certification (.50); provide to A. Lawrence of Morrison & Foerster (.10); draft summary analyzing exhibits cited within witness statement of R. Bingham of Zolfo Cooper (JSN expert witness) highlighting evidentiary issues related thereto (1.60); correspond with J. Walsh and J. Mosse re: issues related to collateral releases and tracking of intercompany claims (.40); confer with B. O'Neill and N. Hamerman of Kramer Levin and S. Martin of Morrison & Foerster re: issues related to evidence of tracking of intercompany claims, including the CFDR and monthly collateral value reports (.50); follow up correspondence with same re: same (.70)	11.30
11/20/13 AVA	Summarize findings related to research regarding rights of collateral agent to reservation of funds or charging lien in connection with conflict party Wells Fargo's limited objection to Plan (1.20); attend internal meeting with J. Walsh, V. Hing, M. Gallagher, and D. Bloom to identify different levels of treatment of the Collateral Agent's fees, expenses and indemnity (1.00); prepare for same (.30); continue research regarding disallowance of claims under Section 502(e)(1)(B) of	11.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 96

the Bankruptcy Code in connection with conflict party Wells Fargo's limited objection to Plan (3.90); research re: intersection of disallowance with estimation under Section 502(c) of the Bankruptcy Code in connection with same (1.60); draft memorandum regarding potential disallowance of claims under Section 502(e) (1)(B) of the Bankruptcy Code, in connection with conflict party Wells Fargo's limited objection to Plan (3.60)

11/20/13 KK	Assemble binder of Memorandum of V. Hing and supporting documents per request of A. Anon (2.00); pull direct testimonies of Dubel and place onto Filesite per request of J. Walsh (.50)	2.50
11/21/13 JS	Review D. Bloom and J. Weber memoranda re: conflict party Wells Fargo indemnity claim in connection with Plan objection (1.60); continue work on proposed Phase II findings of fact re: fee dispute issues (3.30); emails with D. Bloom and B. Butterfield re: same (.50); emails with T. Foudy and E. Tobin re: certain trial exhibits in connection with same (.40); review B. Butterfield charts of changes to Ad Hoc Group and Notes ownership over time in connection with same (.30); review supplemental objection of JSNs for impact on status of fee dispute issue and outstanding objections by conflict parties, including Wells Fargo (.30); correspond with D. Bloom re: indemnity issue and Phase II findings of fact (.20); review cases re: indemnity issue (1.10); work on talking points for fee issue (2.60); emails with E. Tobin re: evidentiary issues in connection with same (.30)	10.60
11/21/13 SJR	Review of research and analysis in connection with conflict party Wells Fargo's Plan Objections in the Residential Capital case, including treatment of Wells Fargo indemnity claim under Plan (2.20); attend to matters regarding confirmation hearing and efforts to resolve outstanding objections of conflict parties Wells Fargo and WFBNA (1.20)	3.40
11/21/13 TF1	Attend day 3 of Plan Confirmation Hearing/Phase II trial for impact on drafting Phase II proposed findings of fact where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (6.00); draft summary of significant testimony during morning for incorporation in findings of fact (.40); work on cross-examination script for conflict party Wells Fargo witness Michael Pinzon (2.70); review transaction documents, deposition script, witness statement and Wells Fargo objection in connection with same (1.80); review and comment upon drafting of "talking points" regarding objections to fee exhibits with E. Tobin, J. Semmelman and D. Bloom (.30); review and comment upon emails concerning adequate protection parts of proposed findings of fact with B.	11.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 97

Kotliar and M. Moscate (.20)

11/21/13 MJM	Discuss draft findings of fact issues with J. Walsh in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); review Phase II trial transcript for November 20 in preparation for drafting same (1.50); edit draft Phase II findings of fact regarding intercompany claims (.80); revise same re: factual background re: Ally contribution (.80); review and revise same re: adequate protection facts (.50); conference with B. Kotliar, J. Walsh, J. Mosse, and M. Jones re: edits and comments to global initial draft of findings of fact to incorporate relevant portions relating to subordination, intercompany claims, and contract claims (1.50)	5.30
11/21/13 JJW	Revise draft Phase II specific findings of fact regarding intercompany balances in connection with Phase II of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (2.50); correspondence with J. Mosse re: same (.50); correspondence with M. Moscato re: Phase II issues (.20); review Phase II trial transcript for November 20 in order to incorporate same into Phase II findings of fact (.50); revise draft of Phase II findings of fact re: Ally contribution (1.80); revise draft of Phase II findings of fact re: RMBS subordination and adequate protection issues (.50); conference with M. Moscato, B. Kotliar, J. Mosse, and M. Jones re: edits and comments to global initial draft of findings of fact to incorporate relevant portions relating to subordination, intercompany claims, and contract claims (1.50); correspondence with T. Foudy re: conflict party Wells Fargo objection and response to same (.40)	7.90
11/21/13 VXH	Analyze Debtors' secured debt agreements related to Junior Secured Notes in order to assess potential claims of note holders and trustee against conflict party Wells Fargo as collateral agent in connection with Wells Fargo confirmation objection (2.20); provide comments on script for cross examination of Michael Pinzon, vice president of Wells Fargo, in connection with same (2.70); review Security Agreement in connection with same for issues arising under the JSN indenture charging lien (1.70); review same for fee related dispute issues in connection with the Phase II litigation and Plan confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties for use in cross examination script (1.20); various emails with H. Sawyer, D. Bloom, J. Weber, and M. Gallagher summarizing analyses (.50); meet and discuss with P. Ruiz re: continuing the contract interpretation project identifying contract provisions that may buttress cross-examination	8.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 98

questions against Michael Pinzon, Vice President of conflict party Wells Fargo, in connection with its Plan objection (.20)

- | | | |
|--------------|---|------|
| 11/21/13 MG8 | Attend confirmation hearing in connection with Phase II and Plan Confirmation issues where conflict party Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties in order to incorporate relevant evidence into Phase II findings of fact (6.00); comment on multiple drafts of cross for R. Pinzon, witness for Wells Fargo in connection with confirmation objection (1.30); attend to correspondence with E. Tobin and J. Walsh regarding exhibits associated with the same (.20); confer with E. Schaeffer, counsel to Wells Fargo, regarding exhibits associated with Wells Fargo direct testimony (.20); review proposed changes to Plan and Confirmation Order circulated by Committee in order to address issues raised by JSNs in their Supplemental Confirmation Objection (.20); attend to correspondence from J. Weber regarding Wells Fargo global memorandum and comment to same (.20) | 8.10 |
| 11/21/13 MAC | Review issues in connection with Debtors' ability to transfer title to properties and impact of assumption or rejection of CMH contract with conflict party Cerberus on transfer rights (.90); confer with M. Gallagher re: same (.20) | 1.10 |
| 11/21/13 HS2 | Research case law re: exception to Sections 7.07 of the Residential Capital Indenture which provides for a trustee lien except for funds allocated to payment of principal or interest in connection with conflict party Wells Fargo plan objection (2.10); email findings re: same to V. Hing (.40); research New York and Delaware case law on whether a senior collateral agent has any duties to a junior holder to an inter-creditor agreement (4.00) | 6.50 |
| 11/21/13 EC | Update lists of Plan Proponents' and Defendants' exhibits to reflect additional admitted documents from day's trial, changes to objections, and additional duplicate information identified in connection with Curtis' role as conflicts counsel as Wells Fargo and Junior Secured Noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (1.90); review accounting policies identified in Plan Proponents' and Defendants' lists to determine if each applies to ResCap and, if so, whether any exceptions would apply to the application (2.00); update objections material to reflect waiver of objections to all Ally accounting policies applicable to ResCap (2.70); perform comparison of lists tracking admission of documents, noting discrepancy between Curtis and Morrison & Foerster lists (.90); draft email to A. Lawrence of Morrison & Foerster re: same (.40); revise Residential | 8.70 |

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 99

Capital's business records certification in order to reflect admissions through Westman declaration (.80)

11/21/13	MPJ	Finish first draft of findings of fact section regarding the Ally Contribution in connection with the Phase II trial where Defendants Wells Fargo and noteholders Silver Point, UBS, and Davidson Kempner are conflict parties (2.80); update draft findings of facts regarding the Ally Contribution in response to M. Moscato's comments regarding need for additional detail surrounding the impossibility of allocating the Ally Contribution in connection with same (1.40); join portion of meeting with M. Moscato, J. Walsh, J. Mosse, and B. Kotliar to discuss draft proposed findings of fact (.40); update draft findings of fact regarding the Ally Contribution to incorporate structural comments from meeting with M. Moscato, J. Walsh, J. Mosse, and B. Kotliar (2.90); incorporate into draft findings of fact relevant testimony from transcript of November 20 hearing relating to the Ally Contribution (2.10)	9.60
11/21/13	BMK	Draft adequate protection portion of Phase II proposed findings of fact in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (2.70); review and revise same incorporating relevant portions of cash collateral order and previous court decisions (1.60); email correspondence with M. Moscato, J. Walsh, J. Mosse, and M. Jones re: same (.10); conference with M. Moscato, J. Walsh, J. Mosse, and M. Jones re: edits and comments to global initial draft of findings of fact to incorporate relevant portions relating to subordination, intercompany claims, and contract claims (1.50); draft global findings of fact in connection with same detailing procedural history, background to case, relevant issues to be tried, and important phase I findings (2.80)	8.70
11/21/13	JTW	Incorporate research provided by A. Anon and D. Bloom into global memorandum addressing conflict party Wells Fargo's objection to plan confirmation (2.60); review compiled global memorandum to reflect discussions and to organize emphasis of particular provisions of the Proposed Joint Plan highlighted by D. Bloom (1.20); circulate draft of global memorandum to T. Foudy, J. Walsh, and M. Gallagher to provide a work in progress for seeking initial comments (.20); review comments provided by M. Gallagher (.20); revise memorandum to include comments of M. Gallagher (.40); confer with D. Bloom re: same as to M. Gallagher's concerns re: cited provisions of the Joint Plan (.60); correspond with V. Hing as to section of memorandum addressing the rights of Wells Fargo under the security documents (.10); review the Revolver Agreement to identify provisions relevant to Wells Fargo's security interest and indemnity rights	14.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 100

(1.30); review the First Priority Pledge Agreement to identify provisions providing Wells Fargo with a security interest in the Collateral as well as provisions relevant to Wells Fargo's indemnity rights (1.10); review Third Priority Pledge Agreement re: same (.90); review Intercreditor Agreement to identify provisions addressing priority interests, and provisions providing for the potential claw back of distributions between different priority levels (1.30); analyze relevant provisions from the Security Documents to include comprehensive section in global memorandum addressing the interest Wells Fargo maintains, the priority of these interest with respect to the possible claims that may be brought against Wells Fargo, and the extent of Wells Fargo's indemnity rights against the Debtors (2.80); analyze draft memorandum re: same (1.60); circulate memorandum to J. Walsh, M. Gallagher, D. Bloom, A. Anon and T. Foudy for review and comment (.20)

11/21/13 DAB	Further drafting of detailed memorandum re: various conflict party Wells Fargo indemnity issues including estimation of their prepetition claim for indemnity in connection with Plan objection and Phase II issues (2.60); confer with J. Weber re: same (.60); email to V. Hing re: results of analysis of additional Indenture provisions in connection with same (.20); review and comment on draft cross examination script of Michael Pinzon, Vice President of Wells Fargo, per T. Foudy email (.50); draft Phase II findings of fact re: JSN and Trustee fee issues per J. Walsh and M. Moscato request based on prior analysis of research in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (6.00); incorporate E. Tobin arguments into same (.40); revise draft memorandum re: same to incorporate J. Semmelman extensive comments (2.00); draft executive summary of fee-related points re: same for E. Tobin (1.00); revise draft of same per J. Semmelman comments (.30); email re: same to E. Tobin and J. Semmelman (.20); review further revised Plan language re: JSN fees and email M. Gallagher and T. Foudy re: same (.40)	14.20
11/21/13 JM	Review trial transcript for November 20 re: Ally contribution issues in connection with drafting the Phase II specific proposed findings of fact as Wells Fargo and noteholders Silver Point, Davidson Kempner and UBS are conflict parties (.50); review same re: intercompany balances issues in connection with same (.50); continue to draft proposed findings of fact re: intercompany claims, incorporating relevant trial testimony (2.40); conference with M. Moscato, J. Walsh, B. Kotliar, and M. Jones re: edits and comments to global initial draft of findings of fact to	14.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 101

incorporate relevant portions relating to subordination, intercompany claims, and contract claims (1.50); review Phase I decision in connection with drafting proposed findings of fact re: intercompany claims (.50); attention to correspondence from T. Foudy summarizing November 21 Phase II trial in connection with same (.20); continue to draft proposed findings of fact re: intercompany claims incorporating relevant trial testimony from same (2.40); review evidence offered through Mark Renzi, including direct testimony and expert report, in connection with same (1.00); review evidence offered through Michael Fazio, including direct testimony and expert reports, in connection with same (1.20); review draft proposed findings of fact re: Ally Contribution in connection with Phase II (.70); review draft proposed findings of fact re: adequate protection in connection with Phase II (.40); attention to correspondence from E. Tobin re: update on Phase II trial for impact on same (.10); revise draft proposed findings of fact re: intercompany balances per M. Moscato's comments (2.50); create draft proposed findings of fact incorporating sections re: intercompany balances, Ally contribution, adequate protection, and subordination of RMBS claims (.50); draft email re: admissibility of exhibits re: intercompany balances for use at Phase II trial (.30)

11/21/13 BB2	Revise invoice summary in connection with retention of professionals by the Junior Secured Notes Trustee per correspondence with T. Foudy in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); revise outline created re: Phase II script re: fee issues in connection with same (1.70); correspondence with D. Bloom in connection with same (.20); revise in coordination with D. Bloom the Phase II Findings of Fact on the issue of fees per correspondence with J. Semmelman and D. Bloom in connection with the Phase II trial in the JSN Adversary Proceeding (5.80); review redlines of prior versions of scripts against current versions of same in connection with same (1.10); draft email to D. Bloom in connection with same (1.40); correspondence with D. Bloom and J. Semmelman in connection with same (.70)	11.10
11/21/13 PR	Meet and discuss with V. Hing re: continuing the contract interpretation project identifying contract provisions that may buttress cross-examination questions against Michael Pinzon, Vice President of conflict party Wells Fargo, in connection with its Plan objection (.20); review First/Third Priority Security Agreement in connection with same (4.20); review Indenture in connection with same (2.30); review Intercreditor Agreement in connection with same (3.10)	9.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 102

11/21/13 SB	Attend Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties in order to continue to assist Plan Proponents with presenting/distributing witness exhibits and other important trial materials (9.00); review and edit draft of script for M. Pinzon cross-examination per request of T. Foudy (1.80); prepare sets of documents to be used in cross-examination of M. Pinzon per request of T. Foudy (.60)	11.40
11/21/13 NM	Research whether fees may be reduced for purposefully aggressive litigation tactics, in connection with Curtis' representation as conflicts counsel in the phase II trial/plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (2.60); review the Welzel case (.40); shepardize and review cases citing to the Welzel case (2.00)	5.00
11/21/13 ET	Attend trial for Plan Confirmation and Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (testimony of M. Renzi and G. Gutzeit of FTI, T. Hamzehpour and B. Westman of Residential Capital and J. Young of Ally in order to attend to exhibit related issues (6.00); correspond with A. Lawrence of Morrison & Foerster and E. Combs (via email) re: the same (.20); work with E. Combs to update list of Plan Proponents' exhibits to reflect admission of exhibits through witness testimony (1.30); revise draft business record certification pertaining to certain of the Debtors' exhibits (1.20); correspond with A. Lawrence and E. Combs re: same (.20); update summary of exhibits to be admitted through testimony of the JSNs' witness Robert Bingham and provide revised chart to C. Kerr and A. Lawrence of Morrison & Foerster (.40); correspond with J. Walsh and J. Mosse re: inclusion of documents produced by members of the Ad Hoc Group and draft arguments in favor of admissibility of same (.40); confer with A. Lawrence re: same (.20); draft email M. Moscato, J. Mosse, J. Semmelman, J. Walsh and D. Bloom re: motion to strike portions of the direct testimony of M. Renzi (.20); email correspondence with B. Kotliar re: issues related to trial testimony (.20); correspond with J. Semmelman, T. Foudy and D. Bloom re: arguments in opposition to admissibility of the JSNs' fee statements (.30); review and analyze the same and provide to C. Kerr and A. Lawrence (.30)	10.90
11/21/13 AVA	Complete memorandum regarding disallowance of contingent fee claims pursuant to Section 502(e) of the Bankruptcy Code in connection with conflict party Wells Fargo's limited objection to thr plan (2.60); distribute same to J. Walsh, T. Foudy, M. Gallagher and D.	10.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 103

	Bloom in connection with same (.30); begin research on potential claims against collateral agent, in connection with work on conflict party Wells Fargo's limited objection (5.20); correspond with V. Hing and J. Walsh regarding potential claims against collateral agent, in connection with work on conflict party Wells Fargo's limited objection (.30); assist in drafting script for cross-examination of Michael Pinzon, with special attention to citations to materials corroborating answers to cross, in connection with same (2.40)	
11/21/13 KK	Update minibook of Plaintiffs' witnesses direct testimonies per request of J. Walsh (1.00)	1.00
11/21/13 ABH	Assemble Michael Pinzon witness materials, as per A. Añon (2.50); print expert reports and gather Renzi reports and statement in spiral bound dossier, as per B. Kotliar in connection with Phase II trial of adversary proceeding in which defendants Wells Fargo, UBS, Silver Point, and Davidson Kempner are conflict parties (1.00)	3.50
11/22/13 JS	Further analysis of issues related to JSN fee entitlements and Wells Fargo indemnity rights in connection with Plan confirmation and proposed Phase II findings of fact re: fee dispute issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (2.30); call with M. Moscato, B. Butterfield, and J. Walsh to discuss same (.60); revisions to post-November 20 drafts of findings of fact (1.50); draft follow-up emails to D. Bloom and B. Butterfield re: same (.40)	4.80
11/22/13 SJR	Review Plan provisions regarding fee and expense payments in connection with fee dispute with the JSNs, as noteholders UBS, Silverpoint and Davidson Kempner are conflict parties (.40); review analysis of prepetition security documents in connection with same (.40); email correspondence with J. Semmelman and T. Foudy expressing concerns regarding same for potential issues under current Plan (1.00)	1.80
11/22/13 TF1	Exchange emails with D. Mannal and S. Zide of Kramer Levin regarding draft script of cross-examination of Michael Pinzon, vice president of conflict party Wells Fargo (.20); review emails concerning latest amendments to Plan with respect to fees (.10); work on for cross-examination materials regarding script and exhibit binder for the Wells Fargo witness (2.60); attend day 4 of plan confirmation hearing, including conducting the cross-examination of Michael Pinzon, witness for conflict party Wells Fargo (4.30); confer with C. Siegel of Kramer Levin regarding motion to estimate Wells Fargo's claim in light of results of cross-examination	7.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 104

(.10); confer with D. Mannal and S. Zide regarding same (.10); emails with G. Lee of Morrison & Foerster and R. Schrock of Kirkland & Ellis regarding Wells Fargo's priority under Intercreditor Agreement (.10); emails with V. Hing, D. Bloom and J. Weber analyzing effect of same on Wells Fargo's confirmation objections (.30)

11/22/13 MJM	Review current draft of Phase II findings of fact re: JSNs' and Trustee's request for payment of fees in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.40); discuss same with J. Semmelman, J. Walsh, and D. Bloom (.60); review current draft of Phase II findings of fact re: intercompany claims completed by J. Mosse (1.90); review current procedural history section of Phase II findings of fact completed by B. Kotliar (.20); discuss with B. Kotliar Phase II findings of fact re: procedural history and adequate protection (.20); discuss with J. Mosse revisions to her draft findings of fact re: intercompany claims (1.30); review balance of draft Phase II findings of fact (1.40); discuss with J. Walsh current draft of Phase II findings of fact for necessary revisions and next steps to completion (1.20); meeting with J. Walsh, J. Mosse, M. Jones, and B. Kotliar re: current status of revisions to Phase II findings of fact (1.00)	8.20
11/22/13 JJW	Conference with D. Bloom, J. Semmelman and M. Moscato re: draft Phase II findings of facts regarding fee requests by counsel in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.60); revise draft Phase II findings of fact regarding fee issues (.70); conference with J. Mosse re: same (.50); conference with M. Moscato, J. Mosse, M. Jones, and B. Kotliar re: revisions to draft Phase II findings of fact (1.00); conference with M. Moscato re: draft findings of fact and related issues (1.20); correspond with M. Jones re: findings of fact re: Plan treatment of Ally contribution (.80); review trial transcript for November 21 to incorporate intercompany claims and Ally contribution issues into Phase II specific draft findings of fact (1.00); revise draft findings of fact re: Ally contribution (.70); review and revise same re: RMBS subordination issues (.30); comment on draft findings of fact re: adequate protection (1.00); comment on memorandum regarding resolution of conflict party Wells Fargo's plan objection by using estimation proceeding for indemnity claims (1.00); conference with K. Sadeghi of Morrison & Foerster and E. Tobin re: draft Plan Confirmation findings of fact for impact on Phase II facts (.40); review outline of draft findings of fact re: Plan Confirmation in connection with same (.20)	9.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 105

11/22/13 VXH	Further comment on Residential Capital creditors' rights (in particular conflict party Wells Fargo and UMB's) to payment and reimbursement of fees and expenses under the secured debt documents in connection with conflict party Wells Fargo's Plan objection and Phase II fee dispute (1.50); conference with J. Weber re: open issues under security documents re: same (.60); confer with P. Ruiz re: results of analysis re: same (.40)	2.50
11/22/13 MG8	Participate in call with B. Tyson and D. Marquardt of ResCap and M. Cohen regarding encumbered Illinois plots and impact of potential rejection of CMH Servicing Agreement on the same, and related follow-up (.50); review and comment on proposed findings of fact for Phase II addressing JSN fee related issues, as Davidson Kempner, Silverpoint and UBS are conflict parties (.50); review proposed changes to Plan and Confirmation Order to address JSNs' supplemental confirmation objection (.60); correspondence with T. Foudy and D. Bloom regarding same for potential impact on cross examination of Wells Fargo, a conflict party who is objecting to confirmation (.90); review T. Foudy proposed cross of Wells Fargo for sensitivity arising from proposed changes to plan language related to JSN professional fees (.40); correspond with T. Foudy regarding same (.30); review of Plan provisions, indenture provisions and security agreements in connection with same (.90); attend confirmation hearing by telephone to observe cross examination of Michael Pinzon of Wells Fargo for potential impact on plan objection resolution (2.60); correspondence with J. Weber, A. Anon, V. Hing and T. Foudy regarding Wells Fargo confirmation objection, drafting of motion to estimate Wells Fargo claim, and relevance of Wells Fargo position as First Priority Collateral Agent (.50)	7.20
11/22/13 MAC	Confer with D. Marquardt and B. Tyson of Residential Capital re: disposition of CMH contract with Cerberus, a conflict party and impact on potential obligations to assist in transfer of property Debtors' obligations to transfer titles with respect to certain property post-confirmation (.40); conduct follow up research to resolve open legal issues in connection with same (1.00)	1.40
11/22/13 EC	Review talking points on JSN fee-related documents prepared by D. Bloom in connection with Curtis' role as conflicts counsel as Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties in Phase II adversary proceeding (.70); revise exhibits lists to reflect admitted documents in November 21 and November 22 trial days by reviewing applicable transcripts (1.50); review talking points on JSN fee	4.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 106

entitlement (.70); prepare materials assistive documents from Defendants' exhibit list in preparation for opposition to entry of related exhibits as evidence (.50); compare list of admitted documents prepared by Morrison & Foerster with list maintained by Curtis for errors (.60); prepare email to E. Tobin discussing discrepancies in same (.30)

11/22/13 MPJ	Confer with M. Moscato, J. Walsh, B. Kotliar, and J. Mosse regarding current drafts of the proposed findings of fact and next steps in revising said drafts in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.00); update draft of proposed findings of facts regarding the Ally Contribution to incorporate J. Walsh and M. Moscato's comments on previous draft (1.10); edit proposed findings of facts to incorporate J. Walsh's comments on the structure of the previous draft (2.70); incorporate relevant testimony to draft findings of fact from transcript of November 21 hearing (.90)	5.70
11/22/13 BMK	Conference with M. Moscato re: edits to adequate protection portion of Phase II findings of fact and integration of certain previous court findings to same in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); email correspondence with D. Bloom, B. Butterfield, and M. Jones re: same (.30); email correspondence with E. Combs and S. Ballard re: verifying factual background and procedural information in connection with Phases I and II of trial in connection with same and revise draft findings of fact re: same (.60); conferences with M. Moscato, J. Walsh, M. Jones, and J. Mosse re: structuring draft findings of fact, arguments re: same, and supporting factual findings with evidentiary record from Phase II trial over the course of the week (1.00); revise entire first draft of findings of fact incorporating relevant sections from J. Mosse, M. Jones, J. Walsh, and D. Bloom (1.90); circulate same to M. Moscato and J. Walsh for review (.30)	4.30
11/22/13 JTJW	Confer with V. Hing as to sections of memorandum addressing the rights of conflict party Wells Fargo under the Security Documents in connection with Plan objection (.60); correspond with T. Foudy and C. Siegel of Kramer Levin re: filing of motion to estimate Wells Fargo's indemnity claim (.20); conduct additional research as to estimation of claims at zero when a collateral agent performs its duties under the relevant security documents (1.10); draft multiple correspondences with T. Foudy re: estimation of Wells Fargo's claim in response to position by AFI that claim cannot be estimated (.60); email correspondence with T. Foudy re: potential Ally liability in connection with	6.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 107

same (.50); provide T. Foudy with relevant provisions of the security agreements providing for the claw back of funds among different levels of priority (.80); review of revised provisions of the Proposed First Amend Joint Plan as they relate to issues involving the Ad Hoc Group's (inclusive of conflict parties UBS, Davidson Kempner, and Silver Point) attorneys' fees and expenses (.30); update memorandum to include information ascertain from the cross-examination of Wells Fargo's witness at the Plan Confirmation hearing (.40); update memorandum to distinguish Chemtura as supportive of Wells Fargo's right to a reserve on account of its indemnity claim (.80); review further revised draft of proposed findings of fact circulated by D. Bloom with respect to fee related issues (.60); correspond with E. Tobin, A. Anon, and E. Combs re: review of plan confirmation hearing transcripts to identify issues Judge Glenn as raised (.20)

11/22/13 DAB

Review M. Moscato comments to draft findings of fact in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); call with M. Moscato, J. Semmelman, and J. Walsh to discuss same (.60); meet with B. Butterfield re: same (.50); revise draft of same in light of prior comments received throughout the day (1.80); email to T. Foudy re: new plan terms and impact on JSN fee issues (.30); review JSNs' supplemental plan objection in connection with same and impact on draft findings of fact re: fee issues (.70); telephonically attend court hearing re: cross examination by Curtis of Michael Pinzon, Vice President of conflict party Wells Fargo, for impact on plan objection, specifically indemnity claim estimation issues (1.00); respond to J. Walsh query re: JSN fee invoices (.20); email to same re: co-liability prong of section 502(e) of the Bankruptcy Code in connection with same (.20); correspond with T. Foudy re: Wells Fargo objection (.20); follow-up correspondence with J. Weber and A. Anon re: same (.40)

6.20

11/22/13 JM

Meet with M. Moscato re: draft findings of fact re: intercompany balances in connection with Phase II trial of the JSN Adversary Proceeding where Wells Fargo and noteholders Silver Point, Davidson Kempner and UBS are conflict parties (1.30); draft updated proposed findings of fact re: intercompany balances (2.20); meet with J. Walsh, M. Jones, B. Kotliar, and M. Moscato re: revisions to findings of fact (1.00); review trial transcript from November 21 in connection with drafting proposed findings of fact (.90); update further proposed findings of fact re: intercompany balanes per M. Moscato's and J. Walsh's comments (2.40); meet with J. Walsh re: same (.50); review draft findings of fact re: issues re: Defendants' requests for payment of legal fees and

8.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 108

	expenses (.40)	
11/22/13 BB2	Revise Phase II Findings of Facts on the issue of professional fees and expenses per correspondence with J. Semmelman and D. Bloom in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (2.40); meet with D. Bloom to formulate headings for Phase II Findings of Fact on the issue of fees (.50); revise draft per correspondence with J. Semmelman in connection with same (1.20); review redlines of prior versions against current version of same in connection with same (.60); coordinate distribution of fees section in connection with same (.30); review cases cited in the outline created as a script on Phase II fee issues in connection with same (.70); correspondence with J. Semmelman, T. Foudy and D. Bloom re: same (.50)	6.20
11/22/13 PR	Identify contract provisions in the JSN Security Agreement and related materials to buttress cross-examination questions against Michael Pinzon, vice president of conflict party Wells Fargo, in connection with litigating its Plan objection (1.70); draft email to V. Hing re: same subject matter for results of analysis (.50); meet and discuss with V. Hing re: same subject matter (.40)	2.60
11/22/13 FRG	Update Outlook calendar re: trial dates for Phase II trial and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties per B. Kotliar (.20)	0.20
11/22/13 SB	Attend day 3 of the Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties in order to continue to assist Plan Proponents with presenting/distributing witness exhibits and other important trial materials (7.00); prepare set of documents cited in D. Bloom JSN professional fee dispute outline for E. Tobin (.60); prepare set of case law assembled in connection with argument re: JSN fee dispute per request of E. Tobin (.40)	8.00
11/22/13 NM	Review the Welzel case in connection with the fee dispute in the Phase II trial / Plan confirmation proceedings, as UBS, Davidson Kempner, Silver Point, and Wells Fargo are conflict parties (.50); review further cases citing to Welzel to determine which circuits have adopted Welzel (2.00); research whether, under Second Circuit law, attorneys' fees of an oversecured creditor that are determined to be unreasonable are compensable as an unsecured claim (3.60); draft email to J. Semmelman and D. Bloom re: same (.90)	7.00
11/22/13 ET	Attend trial for Plan Confirmation and Phase II of the	8.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 109

JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (testimony of G. Gutzeit, W. Marx and R. Bingham) in order to assist with Plan Proponents exhibit related issues (6.00); correspond with C. Kerr and A. Lawrence of Morrison and Foerster and E. Combs re: same (.50); coordinate with E. Combs to update exhibit lists to reflect exhibits admitted during trial (.40); confer with A. Lawrence re: updated lists (.30); telephone call with J. Walsh and K. Sadeghi of Morrison & Foerster re: draft proposed findings of fact and post-hearing brief (.40); email correspondence with D. Ziegler of Morrison & Foerster re: same (.20); correspond with S. Ballard and E. Combs re: collection of documents in preparation for oral argument on inadmissibility of fee statements on the JSNs' exhibit list (.30); email correspondence with T. Foudy, M. Moscato, A. Anon, E. Combs, J. Weber and B. Butterfield re: assignment to review trial transcripts and compile list of questions and colloquies with Judge Glenn during trial as part of preparation for post-hearing findings-of-fact and briefs (.30)

11/22/13	AVA	Assist in drafting script for cross-examination of Michael Pinzon, vice president of conflict party Wells Fargo, in connection with work on Wells Fargo's limited objection to the Plan (.80); compile questions posed by Judge Glenn from Phase II trial, in connection with drafting findings of fact for Phase II trial (2.10); revise portion of memorandum regarding disallowance under Section 502(e) of the Bankruptcy Code, in connection with work on conflict party Wells Fargo's limited objection (3.10)	6.00
11/22/13	ABH	Assemble materials re: JSN Contentions and Objection to Plan for review, as per E. Tobin for use at the Phase II trial where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.60)	0.60
11/23/13	JS	Comments to further revised draft of Phase II Findings of Fact in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.80); emails re: same with D. Bloom (.10)	1.90
11/23/13	SJR	Review findings of fact and conclusions of law in connection with ResCap Plan confirmation with respect to conflict parties Wells Fargo and noteholders UBS, Silverpoint and Davidson Kempner (.40); note comments regarding same focusing on open issues to be addressed by post-trial briefing (.90)	1.30
11/23/13	MJM	Revise current complete initial draft of Phase II specific findings of fact for the JSN Adversary Proceeding	5.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 110

	where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (3.40); confer with J. Walsh, J. Mosse, and B. Kotliar re: revisions to current draft Phase II findings of fact (1.80)	
11/23/13 JJW	Edit draft of Phase II specific proposed findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (4.00); confer with M. Moscato, J. Mosse, and B. Kotliar re: revisions to same (1.80)	5.80
11/23/13 MG8	Review very briefly proposed findings of fact and conclusions of law in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); follow-up correspondence with B. Kotliar with comment on the same (.10); review exhibit lists circulated by E. Tobin (.40)	1.00
11/23/13 EC	Review testimony from November 21 hearing in order to prepare list of questions posed by Judge Glenn in connection with post-trial submissions in Plan Confirmation and the Phase II trial as Defendants include conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (2.60); draft list of questions re: same in connection with same (3.10); update exhibit tracking list to reflect additional admissions from November 21 trial proceedings (.90); review citations in draft findings of fact to ensure no un-admitted exhibits are referenced (2.80); prepare email listing un-admitted documents and proposing course of action to either replace or admit each exhibit ahead of Monday's final day of hearing (.40)	9.80
11/23/13 BMK	Review and revise draft findings of fact for Phase II per revised and updated section received from M. Jones re: no lien on Ally Contribution in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (1.20); conference with M. Moscato, J. Walsh, and J. Mosse re: same and intercompany balance portion (1.80); review and revise same per edits and comments of M. Moscato, M. Gallagher, and J. Walsh with respect to procedural history/background, Ally Contribution, Intercompany Balances, and adequate protection (3.20); revise draft table of contents to use as reference and overview of factual findings (.80); finalize draft findings of fact and circulate to T. Foudy, M. Moscato, J. Walsh, and J. Semmelman for review (.50); correspond with D. Bloom re: same and status of portion of same relating to fees (.30)	7.80
11/23/13 JTW	In connection with Curtis' representation as conflicts counsel in the Phase II trial and Plan Confirmation regarding the extent and value of the Junior Secured	5.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 111

Noteholders' liens, as UBS, Davidson Kempner, and Wells Fargo are potential conflict parties, conduct review of trial transcript from November 20 to identify issues Judge Glenn raised as key issues (3.20); draft outline listing all relevant inquiries raised by Judge Glenn (1.30); correspond with E. Tobin, and M. Moscato re: same (.30); correspond with A. Anon and E. Combs re: compiling and formating final product (.40)

11/23/13 JM	Review transcript of November 22 Phase II trial of JSN Adversary Proceeding where Wells Fargo and noteholders Silver Point, Davidson Kempner and UBS are conflict parties in connection with drafting Phase II specific proposed findings of fact (1.00); confer with M. Moscato, J. Walsh and B. Kotliar re: revisions to draft Phase II findings of fact (1.80); draft insert to proposed Phase II findings of fact re: testimony of Robert Bingham (.50); revise proposed findings of fact re: intercompany balances per M. Moscato comments (1.40)	4.70
11/23/13 BB2	Draft list of questions asked by Judge Glenn on the fourth day of the Phase II Trial, to aid those working on the Phase II proposed findings of fact in connection with the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (2.90); correspondence with E. Tobin in connection with same (.20)	3.10
11/23/13 ET	Email correspondence with J. Marines of Morrison & Foerster and E. Combs, A. Anon, J. Weber and B. Butterfield re: compilation of colloquies with Judge Glenn during Phase II trial where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.40); review Defendants' proposed trial exhibits and objections thereto (.60); telephone call with K. Sadeghi of Morrison & Foerster re: same (.40); analyze the JSNs' exhibits related to fee statements and engagement letters, including the Indenture and Pledge & Security Agreement in order to draft talking points in preparation for oral argument regarding the admissibility of the JSNs ropsoed exhibits DX BAW through BBV pertaining to legal fees (1.60); review prior Court rulings from hearing transcripts in connection with drafting same (.90); draft talking points re: same in connection with same (2.10)	6.00
11/23/13 AVA	Review trial transcript and gather questions posed by Judge Glenn, in connection with drafting findings of fact for Phase II trial where Wells Fargo and noteholders Silver Point, UBS, and Davidson Kempner are conflict partise (4.10); collect summaries for master document at request of E. Tobin (1.20)	5.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 112

11/24/13 JS	Confer with D. Bloom re: proposed findings of fact re: fee dispute issues in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); comment on latest draft findings of fact (.80); emails with D. Bloom, T. Foudy and M. Moscato re: status of proposed findings of fact (.50); review cases re: indemnity issues in connection with conflict party Wells Fargo's plan objection and supplemental objections/statements by the JSNs and the Notes Trustee (.30)	1.80
11/24/13 TF1	Review draft disputed claims reserve motion in connection with resolving Plan objection by conflict party Wells Fargo (.50); conference call with D. Mannal and S. Zide of Kramer Levin and N. Rosenbaum of Morrison & Foerster to discuss same (.40); draft emails to E. Tobin concerning updated exhibits lists and status of post-trial briefing in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); conference call with J. Marines and T. Goren of Morrison & Foerster and D. Mannal and S. Zide to discuss post-trial briefing (.40); comment upon draft email to G. Uzzi, counsel for the Ad Hoc Group which includes conflict parties UBS, Silver Point and Davidson Kempner, concerning limiting topics for briefing (.20); begin editing of draft findings of fact for Phase II trial (1.00); call with A. Dove of Kramer Levin on status of Wells Fargo plan objection (.20)	3.20
11/24/13 VXH	Review internal memorandum re: Wells Fargo indemnification rights in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (1.00)	1.00
11/24/13 MG8	Review draft proposed findings of fact for Phase II and Confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (1.70); review exhibit lists for Phase II/confirmation circulated by E. Tobin, with particular focus on exhibits related to JSN fees and expenses (.60)	2.30
11/24/13 EC	Draft email to E. Tobin enumerating admitted exhibits and backup relating to Westman to assist in drafting updated declaration in connection with Curtis' role as conflicts counsel as where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Silver Point are conflict parties (.30)	0.30
11/24/13 BMK	Review and revise draft findings of fact to incorporate revised section re: indenture trustee and ad hoc group fees received from D. Bloom in connection with the	0.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 113

Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties and circulate same to T. Foudy, J. Semmelman, J. Walsh, and M. Moscato for review (.50)

11/24/13 DAB	Review J. Walsh and J. Semmelman comments to draft findings of fact in connection with the Phase II trial in the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.80); call with J. Semmelman re: same (.20); further revisions to same based on collective comments (1.20)	2.20
11/24/13 ET	Revise list of colloquies with Judge Glenn during Phase II trial where Wells Fargo, UBS, Silver Point, and Davidson Kempner are conflict parties (.90); draft email to counsel for the Debtors and the Unsecured Creditors' Committee enclosing the same (.10); email correspondence with E. Combs and B. Kotliar and K. Sadeghi and C. Kerr of Morrison & Foerster re: issues related to the JSNs' exhibits proffered in the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings (.50); draft overview of remaining objections to the JSNs' exhibits (1.30); provide same to K. Sadeghi of Morrison & Foerster (.20); continue drafting overview of JSNs' exhibits related to fee statements and engagement letters re: exhibits DX BAW through BBV (2.30); review relevant exhibits and prior court rulings in connection with same (1.10); email correspondence with T. Foudy re: conflict party Wells Fargo's trial exhibits (.20); email correspondence with T. Foudy, J. Semmelman and D. Bloom re: JSNs' fee statements (.20)	6.80
11/25/13 JS	Emails with D. Bloom re: revisions to proposed findings of fact re: fee dispute issue in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); emails with T. Foudy re: trial developments for impact on same (.20); emails with E. Tobin re: trial exhibits in connection with burden issues re: same (.10); correspondence with T. Foudy, M. Moscato, J. Walsh and J. Mosse re: status of proposed findings of fact and next steps before Confirmation (.40); review selected portions of Phase II trial transcript (.40); emails with N. Mazanitis re: legal research findings under state law re: fee issues (.30); review cases re: same (.50); emails with T. Foudy, D. Bloom and B. Kotliar re: revisions proposed findings of fact re: fees in light of same (.20)	2.30
11/25/13 TF1	Emails setting up call with E. Schaeffer, counsel to conflict party Wells Fargo, to discuss potential resolution of confirmation objection (.10); review	9.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 114

response from G. Uzzi, counsel to the Ad Hoc Group which includes conflict parties UBS, Silver Point and Davidson Kempner, on narrowing trial issues (.10); review Michael Fazio witness statement in connection with drafting Phase II specific proposed findings of fact (.80); provide comments on draft Phase II findings of fact (2.80); attend day 5 of Plan Confirmation hearing and Phase II trial for evidence to be included in Phase II proposed findings of fact (2.30); post-hearing discussion with J. Marines and G. Lee of Morrison & Foerster on import of Judge Glenn's comments on post-trial briefing (.20); confer with S. Zide of Kramer Levin regarding briefing of fee issues (.20); review rough transcript of Judge Glenn's questions for impact on post-trial briefing (.10); meet with J. Mosse (part), B. Kotliar, M. Moscato, and J. Walsh to discuss my comments to draft Phase II Findings of Fact (1.50); emails with R. Schrock of Kirkland & Ellis about efforts to resolve conflict party Wells Fargo issues (.10); conference call with E. Schaeffer, D. Schlecker, and M. Silverschotz, counsel to Wells Fargo, regarding efforts to resolve Wells Fargo Plan and claim issues (.50); call with J. Marines of Morrison & Foerster on change to fees treatment under amended Plan (.20); call with M. Moscato, J. Mosse, B. Kotliar, and N. Hamerman of Kramer Levin on Ally contribution facts necessary for Phase II proposed findings of fact to provide support for post-trial brief (.30); call with M. Moscato, J. Walsh, J. Mosse, B. Kotliar, and G. Lee, J. Marines, and C. Kerr of Morrison & Foerster on progress/status with respect to post-trial findings of fact including Phase II and confirmation issues (.60)

11/25/13 MJM	Revise Ally Contribution section of draft Phase II findings of fact in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.60); discuss with J. Walsh and B. Kotliar proposed revisions to Ally Contribution section of draft Phase II findings of fact (.50); listen to cross-examination of M. Fazio in Phase II trial (.50); review JSNs fees section and adequate protection section of the draft Phase II findings of fact (1.20); meet with T. Foudy, J. Walsh, J. Mosse (partial), and B. Kotliar re strategy for Phase II findings of fact (1.50); meet with J. Walsh to discuss Ally Contribution section of Phase II findings of fact (.50); discuss Phase II findings of fact with J. Mosse (.10); participate in call with T. Foudy, J. Mosse, B. Kotliar and N. Hamerman of Kramer Levin re: necessary facts to support post-trial briefing (.30); participate in conference call with T. Foudy, J. Walsh, J. Mosse, and B. Kotliar, as well as G. Lee, J. Marines, and C. Kerr of Morrison & Foerster re: findings of fact including Phase II and confirmation issues (.60)	6.80
11/25/13 JJW	Revise draft findings of fact re: Plan Confirmation	9.30

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 115

issues as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.50); conference with J. Mosse (partial), M. Moscato, B. Kotliar, and T. Foudy re: T. Foudy comments to draft findings of facts (1.50); review trial transcript for November 22 re: incorporating Ally contribution testimony into draft Phase II specific findings of fact (.70); review same re: intercompany claims issues re: same (.70); revise draft findings of fact re: Ally contribution in light of trial testimony (.60); same re: RMBS subordination issues in light of trial testimony (.80); conference with G. Lee, C. Kerr, and A. Lawrence of Morrison & Foerster, T. Foudy, B. Kotliar, J. Mosse, and M. Moscato re: draft findings of fact and related Phase II and Confirmation issues (.60); comment on draft findings of fact on intercompany balances and Plan Objections of conflict parties (1.00); comment on draft findings of fact on Phase II specific adequate protection issues (.60); comment on draft of same re: undersecured position of the JSNs and inability to obtain postpetition interest due to collateral insufficiency (.40); correspondence with J. Mosse re: same (.40); conference with B. Kotliar and M. Moscato re: adequate protection issues re: same (.50)

11/25/13 VXH	Finalize comments on draft internal memorandum re: conflict party Wells Fargo indemnification in connection with Plan confirmation objection and fee dispute issues (1.90); meet with P. Ruiz re: results of Michael Pinzon cross examination (.30)	2.20
11/25/13 MG8	Review updated Fazio direct testimony filed on November 22 in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.50); attend hearing on confirmation/Phase II (2.30); attend hearing on NCUAB and FNFA settlement for impact on subordination issues and judgment credit (.30); confer with D. Bloom and J. Weber re: treatment of conflict party Wells Fargo under Plan regarding various scenarios for estimation of Wells Claim or objection to the same in order to prepare T. Foudy for upcoming meeting on open Plan issues (.80)	3.90
11/25/13 EC	Categorize admitted exhibits from Plan Proponents' exhibit list by claim or subject matter to assist preparation of post-trial submissions in Phase II of the JSN Adversary Proceeding and in connection with Plan Confirmation as Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (3.10); review witness statements to assist categorizations in same (1.50); identify documents for which Plan Proponents should maintain objections to documents Defendants propose to admit (.80); update Plan Proponent and Defendant exhibit lists to include	6.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 116

data on admission of documents throughout trial (1.10)

11/25/13 BMK	Confer with M. Moscato and J. Walsh re: edits and comments to draft findings of fact re: adequate protection and ally contribution portions, including restructuring to focus on factual specifics of JSNs' lacking a lien on same in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.50); review and revise same (1.10); draft portion of ally contribution section of same re: inchoate liens as after acquired property, incorporating Phase I findings re: Debtors' use of JSN collateral and unencumbered assets (.80); draft portion of adequate protection re: same (.50); correspondence throughout the day with J. Mosse re: original LOC agreement, various transcript citations, and status of intercompany balance section of findings of fact (.40); conference with T. Foudy, M. Moscato, and J. Mosse (partial) re: edits and comments to draft findings of fact, including substance and overall tone and style, and Judge's comments from end of trial and impact for drafting findings of fact (1.50); incorporate Fazio cross examination into adequate protection section of same re: no petition date valuation of any assets and infirmities in intercompany balance valuation (.90); attend conference call with T. Foudy, M. Moscato, and J. Mosse with N. Hamerman of Kramer Levin re: necessary findings to support legal arguments re: non-allocation of Ally Contribution (.30); draft portion of ally contribution section of same re: inchoate liens as after acquired property, incorporating Phase I findings re: Debtors' use of JSN collateral and unencumbered assets (.80); begin draft summary re: top nine intercompany balances for use by J. Mosse in relevant findings section (.50); draft portion of adequate protection re: same (.50); attend conference call with T. Foudy, J. Walsh J. Mosse, and C. Kerr and G. Lee of Morrison & Foerster re: findings of fact as between confirmation and Phase II issues and necessary findings re: fee issues handled by Curtis (.60); review and revise draft findings of fact, finalizing document from sections received from J. Walsh and J. Mosse (.90); circulate same to T. Foudy, M. Moscato, and J. Walsh for review and circulation to Morrison & Foerster (.20)	9.50
11/25/13 JTW	In connection with Curtis' representation as conflicts counsel in the Phase II trial and Plan Confirmation regarding the extent and value of the Junior Secured Noteholders' liens, as UBS, Davidson Kempner, and Wells Fargo are potential conflict parties, review correspondence from D. Bloom and T. Foudy re: particular issues J. Glenn would like addressed in post-trial briefing with respect to evidentiary issues in connection with the intercompany claims (.30);	5.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 117

correspond with E. Tobin re: reviewing confirmation hearing transcript from November 25 to update relevant inquiries raised by Judge Glenn (.10); review hearing transcript re: same (.20); correspond with B. Butterfield re: same (.10); confer with M. Gallagher and D. Bloom re: probability of getting conflict party Wells Fargo's indemnity claim estimated at zero or disallowing the claim and other Plan outcome scenarios (.80); review summary re: same prepared for T. Foudy (.30) review that Bankruptcy Rules to identify the notice period in which to file a motion to estimate or disallow a claim (.40); correspond with J. Walsh re: assignment related to identifying the full extent of claims against Ally that are covered by the Third Party Releases (.20); confer with A. Anon re: underlying lawsuits against AFI (.20); review Lipps Declaration re: securities claims and review complaints reference to identify the extent of liability attributable to Ally that will be released by the Third-Party Releases contained in the plan (1.50); review outline provided by B. Butterfield as to relevant issues raise by Judge Glenn on November 25 (.60); review additional comments provided by V. Hing to memorandum addressing Wells Fargo's indemnity claim against the Debtors and possible estimation of such claim (.40)

11/25/13 DAB	Telephonically attend Phase II/Plan Confirmation final day of trial with focus on post-trial JSN fee issues as noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (1.20); email to E. Tobin re: same (.10); confer with J. Weber and M. Gallagher re: approach to allocation issues raised by Judge Glenn during Phase II trial (.80); correspond with J. Weber and A. Anon re: conflict party Wells Fargo plan objection issues (.20); draft analysis in response to T. Foudy questions re: same (.80); review Bankruptcy Code and case law in connection with issues raised in same (.50); correspond with M. Gallagher and A. Anon re: same (.50); revise draft of same and circulate to T. Foudy (.40); emails to B. Kotliar, T. Foudy, and J. Semmelman re: T. Foudy comments to draft findings of fact and necessary revisions to same (.50)	5.00
11/25/13 JM	Review correspondence re: testimony of Michael Fazio during Phase II trial of the JSN Adversary Proceeding where Wells Fargo and noteholders Silver Point, Davidson Kempner and UBS are conflict parties for use in drafting Phase II specific findings of fact (.20); review correspondence re: Judge Glenn's questions at Phase II trial in connection with same (.20); revise section of draft proposed Phase II findings of fact re: intercompany balances in light of same (1.00); attend portion of meeting with T. Foudy, J. Walsh, M. Moscato, and B. Kotliar re: comments to draft Phase II findings of fact (1.10); revise draft Phase II findings of fact re: intercompany balances per T. Foudy's	10.20

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 118

comments (3.60); correspond with M. Moscato re: proposed Phase II findings of fact (.10); conference call with N. Hamerman of Kramer Levin, and T. Foudy, J. Walsh, M. Moscato and B. Kotliar re: facts necessary in proposed Phase II findings of fact and conclusions of law for use in post-trial brief to be drafted by Kramer (.30); follow-up correspondence with M. Moscato, T. Foudy, B. Kotliar and J. Walsh re: same to ensure adequate factual basis in proposed findings of fact (.20); continue to revise proposed Phase II findings of fact re: intercompany balances per T. Foudy's comments (2.10); conference call with C. Kerr, G. Lee, and J. Marines of Morrison & Foerster and T. Foudy, B. Kotliar, M. Moscato, as well as J. Walsh re: strategy for Phase II and Plan Confirmation findings of fact (.60); create summary reflecting information on top nine intercompany balances reflected on Debtors' books and records as of the Petition Date for inclusion in Phase II proposed findings of fact re: intercompany balances (.50); review memorandum re: questions posed by Judge Glenn during Phase II trial / Confirmation hearing in order to address same in Phase II findings of fact (.30)

11/25/13 BB2	Review correspondence related to the Phase II Findings of Facts on the issue of fees in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.10); review redline of revised Phase II Findings of Fact in connection with same (.30); update list of questions asked by Judge Glenn on the fourth day of the Phase II Trial per the final transcript, to aid those working on the findings of fact and conclusions of law in connection with same (1.50); draft list of questions asked by Judge Glenn on the fifth day of the Phase II Trial per the clean rough transcript in connection with same (2.80); correspondence in connection with same (.20)	4.90
11/25/13 PR	Meet with V. Hing re: questions on the identified contract provisions that may buttress the cross-examination of Michael Pinzon Vice-President of conflict party Wells Fargo (.30)	0.30
11/25/13 SB	Prepare for and attend Phase II trial and Plan Confirmation where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties in order to continue to assist Plan Proponents with presenting/distributing witness exhibits and other important trial materials (4.50)	4.50
11/25/13 NM	Research whether, under Second Circuit law, attorneys' fees of an oversecured creditor that are determined to be unreasonable are compensable as an unsecured claim, in connection with Curtis' representation as conflicts counsel in the Phase II Trial/Plan confirmation	9.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 119

proceedings, as Davidson Kempner, Silver Point, UBS, and Wells Fargo are conflict parties (3.70); shepardize and review cases outside the Second Circuit to determine which circuits have adopted Welzel (3.90); draft email to J. Semmelman re: same (1.20); correspond with J. Semmelman re: status of Welzel research (.90)

11/25/13 ET	Attend the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings, where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties, to assist Plan Proponents with oral argument on admissibility of M. Fazio's direct testimony, cross examination, and re-direct of the JSNs' witness M. Fazio, as well as issues related deposition designations and the JSNs' proposed exhibits and Judge Glenn's comments re: issues to be addressed in the post-hearing briefs (3.00); review JSNs' list of exhibits to be offered into evidence (.30); confer with K. Sadeghi of Morrison & Foerster re: same (.50); continue to analyze the JSNs' proffered exhibits in connection with drafting overview analyzing grounds for objections (1.40); draft overview of same in connection with same (2.00); confer with C. Kerr and K. Sadeghi of Morrison & Foerster (via telephone and email) re: same (.50); correspond with J. Mosse re: testimony and exhibits related to intercompany claims issues (.50); revise list of questions and colloquies with Judge Glenn during trial (.80); circulate same to counsel for the Debtors and the Creditors' Committee (.20); draft email to C. Kerr and K. Sadeghi re: JSNs' exhibit list (1.10); telephone calls with K. Sadeghi re: same (.30); email correspondence with C. Kerr, K. Sadeghi, T. Foudy and S. Zide of Kramer Levin re: JSNs' attempt to offer fee statements into evidence (.30)	10.90
11/25/13 AVA	Review all written direct testimony submitted in Phase II Trial in connection with drafting Ally Contribution setback of all claims against Ally and the Debtors' portion of Phase II findings of fact as Defendants include conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (3.30); continue drafting findings of fact related to Ally Contribution incorporating same (3.30); review complaints filed against Debtors and Ally pre-petition in connection with drafting of findings of fact re: same (2.70); confer with J. Weber re: same (.20)	9.50
11/26/13 JS	Emails with D. Bloom, V. Hing and T. Foudy re: revisions to proposed findings of fact in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); emails with D. Bloom and E. Tobin re: trial exhibits in connection with same (.30); confer with D.	2.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 120

Bloom re: proposed findings of fact re: JSN professional fee dispute issues (.50); review further edits to proposed findings of fact suggested by T. Foudy and D. Bloom (.90); further emails with T. Foudy and D. Bloom re same (.40); emails with N. Mazanitis re: legal research on professional fee reasonableness issues (.30)

11/26/13 TF1	Review emails from C. Kerr of Morrison & Foerster regarding outstanding exhibit disputes in connection with the Phase II trial and Plan confirmation where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.10); participate in call among Plan Proponents, including C. Kerr, regarding same (.30); discussion with E. Combs and E. Tobin regarding exhibit issues in connection with the fee dispute (.20); participate in "meet and confer" call with D. Perry and D. Cohen of Milbank, C. Kerr of Morrison & Foerster, G. Horowitz of Kramer Levin, and E. Combs and E. Tobin regarding exhibit disputes (.40); revise draft proposed findings of fact for Phase II trial (8.10); call with E. Schaeffer of Reed Smith regarding conflict party Wells Fargo objection (.30); follow-up call with L. Marinuzzi of Morrison & Foerster regarding same (.10); call with J. Marines and T. Goren of Morrison & Foerster on coordination of Phase II findings of fact with confirmation findings of fact (.20); call with S. Martin of Morrison & Foerster on fee issues (.40); participate in Court conference on open exhibit issues remaining in connection with the Phase II trial and Plan confirmation (.40)	10.50
11/26/13 MJM	Continue review of draft Phase II findings of fact in connection with the Phase II JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); review draft confirmation specific findings of fact circulated by Morrison & Foerster for impact on same (1.10); discussion with J. Walsh re: draft Phase II findings of fact in light of same (.50); review S. Mullaney deposition transcript in order to prepare errata sheet for same in connection with Phase II plan confirmation (2.00)	4.10
11/26/13 JJW	Review trial transcript in connection with supplementing draft Phase II specific findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.00); conference with J. Mosse and B. Kotliar re: draft findings of facts regarding fee requests by counsel for the Ad Hoc Group (.50); revise draft findings of fact re: Ally Contribution re: claims settled by same (1.80); revise draft of same re: RMBS subordination issues (.70); comment on draft findings of fact on intercompany balances related to Plan Objections of conflict parties (1.00); conference with M. Moscato re:	6.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 121

draft findings of fact (.50); review draft findings of fact re: Plan Confirmation for impact on Phase II specific findings of fact (.90)

11/26/13 VXH	Teleconference with D. Bloom re: trustee's fees and reimbursement rights in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.40); follow up correspondence with H. Sawyer and D. Bloom in connection with research re: same (.30)	0.70
11/26/13 MG8	Correspond with J. Walsh on issues with respect to findings of fact for confirmation and Phase II as Defendants Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.20); review updated chart listing questions and issues raised by court relevant to closing brief and findings of fact (.40); review JSNs filing on its exhibits and evidence (.40); review briefly hearing transcript for November 25 confirmation-Phase II hearing (.20); review briefly updated direct testimony filed by JSNs (.20); review Court colloquy circulated by E. Tobin for use in connection with preparation of findings of fact and post-trial briefing (.20)	1.60
11/26/13 HS2	Research cases applying New York law to determine whether the fees requested by the indenture trustee were "reasonable" in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (2.20); email analogous case found (which applied Virginia law) to D. Bloom and V. Hings for review (.30)	2.50
11/26/13 EC	Attend teleconference re: exhibit dispute with E. Tobin and T. Foudy of Curtis, D. Perry of Millbank, and G. Horowitz of Kramer Levin in connection with the Phase II trial and Plan confirmation as Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.40); assemble file of objected to documents in preparation for meet and confer call (.60); meet with T. Foudy and E. Tobin to discuss legal issues surrounding Ad Hoc Groups' entitlement to fees and issues to be raised in Phase II briefing in connection with same (.20); prepare categorized version of Defendants' exhibit list to aid in creation of findings of fact and post-trial briefing (3.90); revise exhibit lists to reflect admissions of documents in November 22 and November 25 hearings, including documents admitted by ECF filing (2.40)	7.50
11/26/13 BMK	Review draft confirmation findings of fact received from Morrison & Foerster for use in drafting combining	12.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 122

phase II findings of fact and to ensure that all claims, counterclaims, and issues are covered between both documents in connection with the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.80); conference with J. Walsh and J. Mosse re: same (1.50); review and revise draft findings of fact re: intercompany balances and ally contribution per multiple round of edits from T. Foudy and J. Walsh (3.50); draft portion of same re: settlement and mootness of RMBS issues per plan confirmation and global settlement incorporating confirmation findings (.60); email correspondences throughout the day with T. Foudy, M. Moscato, J. Walsh, J. Mosse, and A. Anon circulating revised and updated draft findings of fact and highlighting open issues (.60); review and revise draft findings of fact re: fee and expense issues relating to indenture trustee and ad hoc group per drafts received from D. Bloom (.80); email correspondence with D. Bloom and B. Butterfield re: same (.30); input to findings of fact citations to record, direct testimonies, exhibits, and hearing transcripts (2.60); review and revise table of contents in connection with findings of fact to reflect main points and essential findings from draft same (1.20); email final draft T. Foudy for circulation to Morrison & Foerster in advance of morning call (.20)

11/26/13 JTW	Review draft of proposed findings of fact circulated by J. Walsh in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.50); provide J. Walsh and A. Anon with comments as to the Ally contribution and distribution of the funds among the various trusts that will satisfy certain classes of claims (.30); review and revise document compiling Judge Glenn's inquiries on the record to be addressed in briefing and include updated citations from final transcript of proceedings held on November 25 (1.70); confer with D. Bloom re: revisions to the Debtors' proposed findings of fact in connection with issues related to stipulations included in the Final Cash Collateral Order and their implications with respect to the Indenture Trustee's and Ad Hoc Group's fees (.20); review Final Cash Collateral Order and provide D. Bloom with insert for proposed findings of fact descriptive of the limitations of the subject stipulations (.90)	3.60
11/26/13 DAB	Review research by V. Hing and H. Sawyer re: "reasonableness" provisions in indentures under state law in connection with fee issues arising during the Phase II trial in the JSN Adversary Proceeding where Defendants include conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (.70); confer with J. Semmelman re: same for input on	8.80

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 123

Phase II proposed findings of fact drafting (.50); review T. Foudy's extensive comments to fee issues in draft Phase II JSN Adversary Proceeding findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); conduct research regarding burden of proving reasonableness in connection with same (.90); analyze documents including invoices and engagement letters produced by Defendants in connection with same (1.50); confer with B. Butterfield re: revision of portions of same (.80); confer with V. Hing re: revisions to section referencing indemnity rights in same (.40); work with B. Butterfield and B. Kotliar to insert citations into same (.50); confer with E. Tobin re: exhibit issues in connection with same (.30); substantial further revisions to same in light of Judge Glenn's statements on record at hearing related to same (2.00); revisions to same based on T. Foudy comments (.40); work with B. Kotliar to finalize draft of same for transmittal to Morrison & Foerster (.30)

11/26/13 JM

Review draft proposed findings of fact re: Plan confirmation sent by Morrison & Foerster for impact on drafting Phase II specific findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.50); conference with B. Kotliar and J. Walsh re: finalizing findings of fact re: fee dispute (.50); correspondence with T. Foudy, M. Moscato, J. Walsh, and B. Kotliar re: same (.30); draft outline for combining findings of fact re: Plan confirmation with findings of fact re: Phase II in light of draft received from Morrison & Foerster (1.80); review direct testimony of Michael Fazio in connection with updating proposed findings of fact re: subordination of RMBS claims (.40); review trial testimony of Michael Fazio in connection with same (.20); draft insert to Phase II findings of fact re: subordination of RMBS claims (.50); confer with J. Walsh, M. Moscato, and A. Anon re: status of Phase II findings of fact re: Ally Contribution (.30); review T. Foudy's comments to Phase II draft findings of fact (1.00); confer with B. Kotliar to incorporate same (.30); review memorandum re: trial colloquies and Plan Proponents' exhibit list for use in drafting Phase II findings of fact re: intercompany balances (.20); review direct testimony of James Young in connection with updating draft Phase II findings of fact re: Ally Contribution (.30); review trial testimony of James Young in connection with same (.30); correspond with B. Kotliar re: testimony of James Young (.10); review draft Phase II findings of fact re: Ally Contribution (.90); review T. Foudy's comments to draft Phase II findings of fact re: intercompany balances (.30); correspond with B. Kotliar re: same (.10); draft email in response to T. Foudy's comments to proposed findings of fact re: intercompany balances to address comments raised by

9.50

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 124

same (.30); revise Phase II findings of fact on intercompany balances to per T. Foudy's comments (.90); correspond with T. Foudy and B. Kotliar re: same (.30)

11/26/13 BB2	Correspondence with D. Bloom regarding revisions to the Phase II Findings of Fact on the issue of fees due to JSN counsel in connection with the Phase II trial in the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); revise insert to the Phase II Findings of Fact on the issue of JSN counsel fees re whether entitlement to postpetition interest and fees is restricted to the trustee in connection with same (2.10); correspondence with D. Bloom regarding same in connection with same (.20); revise insert to the Phase II Findings of Fact on the issue of whether counsel to the JSNs had advised the court of or their parties of their alleged retention by the trustee before November 5, 2013 (1.30); correspondence with D. Bloom regarding same in connection with same (.10); revise insert to the Phase II Findings of Fact on the issue of appearances entered by White & Case before and after August 22, 2013 in connection with same (1.40); correspondence with D. Bloom regarding same in connection with same (.20); correspondence with J. Semmelman regarding same in connection with same (.20)	5.70
11/26/13 SB	Prepare outline of witnesses examined in consolidated Phase II Trial and Plan Confirmation Hearing as Wells Fargo and noteholders Loomis, UBS, Davidson Kempner, and Soliver Point are conflict parties (2.20); prepare set of Phase II Trial transcripts for J. Mosse (.30)	2.50
11/26/13 NM	Continue research re: whether the courts that have adopted Welzel apply Welzel in contexts involving clauses for payment of all attorneys fees or only reasonable attorneys fees, in connection with Curtis' representation as conflicts counsel in the phase II trial/plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties and dispute of JSN's entitlement to professional fees (4.10); correspond with J. Semmelman re: same (.30); draft memorandum re: same (2.70)	7.10
11/26/13 ET	Attend to tasks related to the Plan Proponents' Exhibit List in connection with finalizing the record for the Phase II trial and Plan Confirmation where Wells Fargo, UBS, Silver Point, and Davidson Kempner are conflict parties (.50); correspond with E. Combs re: same (.10); email correspondence with T. Foudy and C. Kerr and A. Lawrence of Morrison & Foerster and B. O'Neill and S. Zide of Kramer Levin re: objections to the JSNs' exhibits, focusing on fee statements and certain AFI documents (.90); analyze JSNs' exhibits to which	7.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 125

the Plan Proponents object, focusing on fee statements and certain AFI documents, in preparation for meet and confer with counsel for the JSNs (1.60); follow-up correspondence with T. Foudy and E. Combs re: same (.40); conference call with C. Kerr and A. Lawrence of Morrison & Foerster, G. Horowitz and B. O'Neill of Kramer Levin, D. Cohen and D. Perry of Milbank Tweed, and T. Foudy and E. Combs re: meet and confer re: Plan Proponents' objections to the JSNs' exhibits (.40); follow-up correspondence with C. Kerr and T. Foudy re: same (.40); coordinate with E. Combs to revise Plan Proponents' list of admitted exhibits (.70); provide same to C. Kerr, A. Lawrence and K. Sadeghi of Morrison & Foerster (.10); confer with T. Foudy and E. Combs re: exhibit issues related to the fee dispute (.20); email correspondence with S. Martin of Morrison & Foerster re: certain of the Plan Proponents' exhibits (.20); correspond with J. Semmelman, D. Bloom, J. Walsh and M. Moscato re: summary of the Court conference with respect to the JSNs' fee claims (.40); email correspondence with J. Brown of Kirkland & Ellis re: the Plan Proponents' final exhibit list (.40); correspondence with B. Kotliar re: witness testimony at trial for post-hearing findings of fact for Phase II (.30); revise updated version of the colloquies with Judge Glenn during the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings and provide to counsel for the Debtors and the Unsecured Creditors' Committee (.50)

11/26/13 AVA	Revise Phase II findings of fact where Defendants include Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner, re: Ally contribution, with special attention to comments of J. Walsh (2.50); review findings of fact drafted in connection with Plan Confirmation circulated by Morrison & Foerster for treatment of Ally Contribution (2.20); continue review of direct testimony and trial transcripts in connection with findings of fact related to Ally Contribution (3.20)	7.90
11/27/13 JS	Emails with D. Bloom and T. Foudy re proposed findings of fact in connection with Phase II of the JSN Adversary Proceeding and Plan Confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); review N. Mazanitis memorandum re: legal research on fee issue in connection with same (.50); provide comments re: same to N. Mazanitis (.20)	0.90
11/27/13 TF1	Conference with B. Kotliar, M. Moscato, J. Walsh, J. Mosse and A. Anon re: draft of Phase II findings of fact and integrating same with confirmation findings of fact in connection with Phase II of the JSN Adversary Proceeding where Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); conference call with same and	1.40

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 126

C. Kerr, G. Lee, and J. Marines of Morrison & Foerster re: same and re: additional factual findings and issues re: same (.70); follow up conference with B. Kotliar, M. Moscato, J. Walsh, J. Mosse, and A. Anon re: project tasks going forward and addressing Judge Glenn comments in proposed findings (.20)

11/27/13 MJM	Review draft section of Phase II/Confirmation brief dealing with the Ally Contribution as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.50); review Morrison & Foerster's revised draft of Plan Confirmation findings of fact for impact on Phase II specific findings drafted by Curtis (.90); conference with T. Foudy, J. Walsh, J. Mosse, B. Kotliar, and A. Anon re: integrating draft Phase II findings of fact with Morrison & Foerster's Plan Confirmation findings of fact (.50); conference call with same and G. Lee, C. Kerr, and J. Marines of Morrison and Foerster re: integrating findings of fact and identifying additional issues to address in Plan Confirmation/Phase II briefing (.70); follow-up call with T. Foudy, J. Walsh, J. Mosse, B. Kotliar, and A. Anon re: tasks going forward and addressing questions raised by J. Glenn in connection with same (.20)	2.80
11/27/13 JJW	Review trial transcript for November 25 in connection with incorporating relevant testimony/evidence into Phase II specific draft findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (1.00); review and comment on draft brief in support of Plan Confirmation, including sections re: Ally Contribution (.50); conference with T. Foudy, M. Moscato, J. Mosse, B. Kotliar, and A. Anon re: integrating draft Phase II findings of fact with Morrison & Foerster's Plan Confirmation findings of fact (.50); conference call with same and G. Lee, C. Kerr, and J. Marines of Morrison and Foerster re: integrating findings of fact and identifying additional issues to address in Plan Confirmation/Phase II briefing (.70); follow-up call with T. Foudy, M. Moscato, J. Mosse, B. Kotliar, and A. Anon re: tasks going forward and addressing questions raised by J. Glenn in connection with same (.20); comment on draft findings of fact on Plan Objections of conflict parties (1.20); review Court's questions on Phase II/Confirmation issues at the close of the hearing in order to prepare responses thereto (1.20)	5.30
11/27/13 VXH	Review Indenture in connection with litigating conflict party Wells Fargo's objection to the Plan (2.10); follow-up correspondence with T. Foudy, M. Gallagher, and D. Bloom re: fees and expenses entitlement and possible claims against and by Wells Fargo (.40)	2.50
11/27/13 EC	Compare Plan Proponents' record of admitted documents with combined exhibit list prepared by	2.90

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 127

Defendants in connection with Phase II trial and Plan Confirmation where Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (2.20); revise categorized documents list prepared to assist in preparing post-trial submissions (.70)

11/27/13 BMK	Conference with T. Foudy, M. Moscato, J. Walsh, J. Mosse and A. Anon re: draft of Phase II findings of fact and integrating same with confirmation findings of fact in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Davidson Kempner, UBS, and Silver Point are conflict parties (.50); conference call with same and C. Kerr, G. Lee, and J. Marines of Morrison & Foerster re: same and re: additional factual findings and issues re: same (.70); follow up conference with same re: project tasks going forward and addressing Judge Glenn comments in proposed findings (.20); review draft of confirmation brief and confirmation findings received from Morrison & Foerster and Kramer Levin in connection with same (1.00)	2.40
11/27/13 DAB	Review email exchange re: status of post-trial fee issues in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders Loomis, UBS, Davidson Kempner and Silver Point are conflict parties (.20)	0.20
11/27/13 JM	Review draft conclusions of law re: allocation of Ally Contribution in the proposed Phase II findings of fact as Defendants Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.20); attention to correspondence with M. Moscato and J. Walsh re: JSNs' contentions re: allocation of Ally Contribution in connection with drafting Phase II findings of fact (.20); review comments from D. Harris of Morrison & Foerster to findings of fact re: Plan Confirmation (.10); conference with T. Foudy, M. Moscato, J. Walsh, B. Kotliar and A. Anon re: draft of Phase II findings of fact and integrating same with confirmation findings of fact (.50); conference call with same and C. Kerr, G. Lee, and J. Marines of Morrison & Foerster re: same and re: additional factual findings and issues re: same (.70); follow up conference with same re: project tasks going forward and addressing Judge Glenn comments in proposed findings (.20); respond to comments from D. Harris of Morrison & Foerster re: proposed findings of fact (.80); review questions from Judge Glenn re: Plan Confirmation and Phase II issues in connection with drafting proposed findings of fact (.30)	3.00
11/27/13 PR	Correspondence with V. Hing re: searching and finding three articles on indenture trustee fees in bankruptcy	2.10

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 128

and trustee indemnification published by the American Bankers Association's Trust & Investments magazine in connection with JSNs' entitlement to postpetition fees and expenses at issue in Phase II and as part of Plan Confirmation, where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.10); research these articles re: same subject matter (1.30); draft email correspondence with assistant librarian A. Joseph re: acquisition of copies of these three articles from Columbia University's library (.70)

11/27/13 NM	Research further whether the courts that have adopted Welzel apply Welzel in contexts involving clauses for payment of all attorneys fees or only reasonable attorneys fees, in connection with Curtis' representation as conflicts counsel in the phase II trial/plan confirmation proceedings, as Loomis, UBS, and Wells Fargo are conflict parties (2.00); research whether courts outside the Second Circuit have found that bifurcation of reasonable and unreasonable attorneys' fees is appropriate (3.10); revise memorandum re: same (1.90)	7.00
11/27/13 ET	Email correspondence with C. Kerr, A. Lawrence and K. Sadeghi of Morrison & Foerster, E. Combs and S. Ballard re: Plan Proponents', the JSNs' and Wells Fargo's final exhibit lists for Plan Confirmation and Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties, submission of the same to the Court and submission of the Plan Proponents' admitted exhibits in searchable format (.90); review final version of the Plan Proponents' exhibit list with transcript citations (.30); review the JSNs' list of admitted exhibits and confer with E. Combs, C. Kerr and A. Lawrence re: same (.30)	1.50
11/27/13 AVA	Conference with T. Foudy, M. Moscato, J. Walsh, J. Mosse and B.Kotliar re: draft of Phase II findings of fact and integrating same with confirmation findings of fact in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders Davidson Kempner, UBS, and Silver Point are conflict parties (.50); conference call with same and C. Kerr, G. Lee, and J. Marines of Morrison & Foerster re: same and re: additional factual findings and issues re: same (.70); follow up conference with same re: project tasks going forward and addressing Judge Glenn comments in proposed findings (.20); review draft Kramer Levin post-trial brief (.20); continue drafting Phase II proposed findings of fact re: establishing minimum damages sought against Ally for which Ally secured a release (6.70)	8.30
11/28/13 TF1	Edit notes on comments from D. Harris of Morrison &	0.60

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 129

Foerster as to what has already been addressed and what remains to be addressed in connection with post-trial briefing re: Phase II trial and Plan confirmation as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.60)

11/29/13 TF1	Revise notes on addressing questions posed by Judge Glenn during Phase II trial and Plan confirmation where Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner are conflict parties (.40); draft email forwarding to C. Kerr and D. Ziegler at Morrison & Foerster notes on addressing D. Harris comments (.20); participate in call with G. Lee, T. Goren, C. Kerr and D. Ziegler of Morrison & Foerster, as well as M. Moscato and J. Walsh, on drafting proposed findings in light of potential settlement (.80)	1.40
11/29/13 MJM	Review draft list of questions posed by Judge Glenn at the Phase II trial and Plan confirmation to be addressed in Phase II findings of fact as Wells Fargo and noteholders UBS, Silver Point and Davidson Kempner are conflict parties (.30); review current version of Confirmation findings of fact (.60); conference call with T. Foudy, J. Walsh, and G. Lee, J. Marines, and C. Kerr of Morrison & Foerster re: status of Confirmation findings of fact incorporating Phase II findings/issues (.80)	1.70
11/29/13 JJW	Conference with G. Lee, C. Kerr and A. Lawrence of Morrison & Foerster, T. Foudy and M. Moscato re: draft findings of fact and Plan Confirmation issues related to conflict parties, including Wells Fargo and the Ad Hoc Group which includes noteholders Davidson Kempner, Silver Point, and UBS (.80); review draft findings of fact in connection with same (.50)	1.30
11/29/13 DAB	Review email from T. Foudy re: status of draft findings of fact in connection with Phase II of the JSN Adversary Proceeding where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.20)	0.20
11/29/13 JM	Review draft findings of fact re: Plan Confirmation and Phase II of JSN Adversary Proceeding as Defendants UBS, Silver Point and Davidson Kempner are conflict parties (1.10); review T. Foudy responses to questions raised by Morrison & Foerster re: Plan Confirmation and Phase II findings of fact (.10)	1.20

TOTAL HOURS 2,357.70

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 130

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jacques Semmelman	Partner	124.10	860	106,726.00
Steven J. Reisman	Partner	51.80	830	42,994.00
Valarie A. Hing	Partner	39.20	800	31,360.00
Michael J. Moscato	Partner	66.50	785	52,202.50
Jonathan J. Walsh	Partner	162.80	740	120,472.00
Theresa A. Foudy	Partner	148.70	730	108,551.00
Michael Ari Cohen	Partner	25.10	730	18,323.00
Maryann Gallagher	Counsel	116.10	625	72,562.50
Ellen Tobin	Associate	172.80	600	103,680.00
Jeffrey C. Berman	Associate	21.90	600	13,140.00
Danny Phillips	Associate	13.30	550	7,315.00
Daniel A. Bloom	Associate	196.60	480	94,368.00
Julia Mosse	Associate	194.50	435	84,607.50
Nicole Mazanitis	Associate	74.30	435	32,320.50
Holly Sawyer	Associate	17.80	305	5,429.00
Michael P. Jones	Associate	126.20	305	38,491.00
Bryan M. Kotliar	Associate	114.50	305	34,922.50
John Thomas Weber	Associate	120.90	305	36,874.50
Benjamin Butterfield	Associate	156.70	305	47,793.50
Pablo Ruiz	Associate	31.60	305	9,638.00
Ada Victoria Anon	Associate	75.40	300	22,620.00
Edward Combs	Associate	159.10	290	46,139.00
Neal Goodman	Litigation Support	10.40	260	2,704.00
Franklin R. Guenthner	Legal Assistant	1.60	235	376.00
Georgia Faust	Legal Assistant	0.30	230	69.00
Kristine Kim	Legal Assistant	3.50	210	735.00
Baldwin-Hunter, Ashley	Legal Assistant	7.90	210	1,659.00
Samuel Ballard	Legal Assistant	122.00	200	24,400.00
Michael Malavarca	Litigation Support	1.80	200	360.00
Bryent Battle	Litigation Support	0.30	165	49.50
		2,357.7		\$1,160,882.00

TOTAL SERVICES

\$1,160,882.00

February 19, 2014
Inv # 1598262
Our Ref # 062108-000500

Page 131

Summary of Expenses

Courier Service	306.16
Deposition Reporting/Transcripts	1,301.82
External Photocopy Services	2,940.90
CourtCall	549.00
Pacer - ECF	492.70

TOTAL EXPENSES	\$5,590.58
-----------------------	-------------------

TOTAL THIS INVOICE	\$1,166,472.58
---------------------------	-----------------------

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

February 14, 2014

Inv. # 1598220
 Our Ref. 062108-000700
 SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

11/11/13 BMK	Begin drafting Curtis' Fourth Interim Fee Application re: description of work performed during the fee period, focusing on accuracy and sufficiency of detail in order to comply with the professional compensation order and U.S. Trustee Guidelines for requests for compensation and reimbursement of expenses (4.20)	4.20
11/13/13 BMK	Revise fourth interim fee application in accordance with professional compensation order and U.S. Trustee Guidelines in order to provide sufficient detail of work performed by project category (2.20); correspondence with E. Tobin, E. Combs, M. Jones and F. Guenther re: preparing same (.50)	2.70
11/13/13 FRG	Work with B. Kotliar to reconcile payment history and total amounts owed for all interim fee periods in connection with preparation of Curtis' Fourth Interim Fee Application (3.20)	3.20
11/15/13 SJR	Review Curtis' Fourth Interim Fee Application in order to ensure compliance with professional compensation order and U.S. Trustee Guidelines as to form and descriptions (.80); note comments to same in connection with same (.50)	1.30
11/15/13 MG8	Revise draft of Curtis' Fourth Interim Fee Application to ensure that narratives are accurate and cover the work performed during the period (1.60); follow-up correspondence with B. Kotliar regarding same (.20)	1.80
11/15/13 BMK	Review and revise third interim fee application per edits and comments of M. Gallagher to provide sufficient detail of work performed and representations required by the professional compensation order and the U.S. Trustee Guidelines (.50); coordinate with N. Gardy and F. Guenther re: charts, figures, and amounts requested in total and by attorney in connection with same (.90)	1.40
11/15/13 FRG	Research write-off history during Fourth Interim Fee Period to accurately describe outstanding issues on the Fourth Interim Fee Application as required by the U.S.	6.00

February 14, 2014
Inv # 1598220
Our Ref # 062108-000700

Page 2

Trustee Guidelines (2.10); circulate summary of same to B. Kotliar and N. Gardy highlighting open issues (.50); review payment history during Fourth Interim fee period in connection with same (.40); complete Fourth Interim Fee Application charts in order to comply with US Trustee guidelines and professional compensation order (1.50); prepare electronic versions of invoice exhibits (redacted and unredacted) for inclusion in Fourth Interim Fee Application (.90); coordinate preparation of hard copies of same (.60)

11/16/13 MG8	Revise updated draft of Curtis' Fourth Interim Fee Application to ensure that narratives are accurate but do not disclose privileged and confidential information (1.20); follow-up correspondence with B. Kotliar regarding the same (.10)	1.30
11/16/13 BMK	Review and revise fourth interim fee application per edits and comments of M. Gallagher specifically revising draft descriptions of work performed to provide accurate narratives of work done during the Fourth Interim Period and updating expense request to reflect additional write off (.50)	0.50
11/17/13 SJR	Review accuracy of certifications in the Fourth Interim Fee Application in order to ensure compliance with the professional compensation order and the U.S. Trustee Guidelines (.90); finalize fourth interim fee application and sign-off on same for filing (.40)	1.30
11/17/13 MG8	Revise further Curtis Fourth Interim Fee Application to ensure accurate and complete narratives and to add relevant descriptions of work performed during the applicable period (1.40); brief review of filed docket items in connection with same (.40); follow-up correspondence with B. Kotliar and S. Reisman regarding the same (.20)	2.00
11/17/13 BMK	Finalize the fourth interim fee application by revising narratives per comments of M. Gallagher and reviewing all facts and figures relied upon in total fee and expense request including charts of same as required by the US Trustee Guidelines and professional compensation order (1.40)	1.40
11/18/13 MG8	Review and further revise Curtis' Fourth Interim Fee Application to ensure that charts are accurate and narratives reflect the work performed without disclosing sensitive information (.60); follow-up correspondence with B. Kotliar regarding same (.30); confer with S. Reisman regarding his comments to Curtis Fourth Interim Fee Application (.20); revise Fourth Interim Fee Application accordingly (.40)	1.50
11/18/13 BMK	Review and revise fourth interim fee application to prepare same for filing in accordance with US Trustee Guidelines and professional compensation order (.50);	1.70

finalize same by incorporating and reviewing edits and comments of S. Reisman re: same (.40); supervise filing and service of same, with particular attention to filing redacted copies of invoices on case docket and providing Court and US Trustee with unredacted copies per service instructions received from E. Richards of Morrison & Foerster in order to comply with professional compensation order (.80)

11/18/13 FRG	Correspond with B. Kotliar re: arrangements and necessary steps for completing filing and service of Fourth Interim Fee Application (.40); attend to filing of Fourth Interim Fee Application, including final minor revisions and checking precedent filings for proper procedures for same (.70); arrange for necessary duplicating of same in connection with service of same (.60); coordinate creation of searchable disc of same for Chambers in connection with same (.40); update service list and ensure all parties are correctly represented on hard copies in connection with same (.90); complete service of same with preparation and distribution of hard copies of fee application (1.60)	4.60
11/19/13 BMK	Supervise and coordinate with F. Guenther re: serving of fourth interim fee application and unredacted copies to US Trustee Office and Chambers and filing affidavit of service on main case docket (.50)	0.50
11/19/13 FRG	Draft Affidavit of Service re: Fourth Interim Fee Application (.90); file same on main case docket per professional compensation order (.40); prepare Chambers copies of same and coordinate service of same after completion of cover letter (.70)	2.00
TOTAL HOURS		37.40

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	2.60	830	2,158.00
Maryann Gallagher	Counsel	6.60	625	4,125.00
Bryan M. Kotliar	Associate	12.40	305	3,782.00
Franklin R. Guenther	Legal Assistant	15.80	235	3,713.00
		37.40		\$13,778.00

TOTAL SERVICES

\$13,778.00

February 14, 2014
Inv # 1598220
Our Ref # 062108-000700

Page 4

Summary of Expenses

Courier Service 43.40

External Photocopy Services 1,114.40

TOTAL EXPENSES \$1,157.80

TOTAL THIS INVOICE \$14,935.80



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

February 06, 2014

Inv. # 1598509
Our Ref. 062108-000100
SJR

Attention: Residential Capital, LLC

Re: Case Administration

12/09/13	MG8	Confer with D. Phillips regarding likely method for resigning from officer positions entities controlled by CMH Holdings (.20); telephone conference with D. Marquardt of ResCap regarding same (.20)	0.40
12/09/13	DAB	Review motion of W. Nora seeking Rule 2004 discovery against Debtors (.30); circulate same with brief summary to S. Reisman, T. Foudy and M. Cohen (.10)	0.40
12/10/13	DAB	Review and circulate Unsecured Creditors' Committee's objection to final allowance of the Examiners' Professionals' fees and expenses (.30)	0.30
12/16/13	MG8	Review agenda and revised agenda for December 17 Omnibus hearing to confirm that no conflict matters are implicated (.20); attend to brief review of recent docket activity to check for potential conflict matters, including various notices of adjournment and Debtors' motion for approval of settlement of pending borrower putative class action (.30)	0.50
12/17/13	MG8	Review Notice of Confirmation and Effective Date of Joint Chapter 11 Plan for impact on matters handled by Curtis as conflicts counsel (.20); review briefly recent docket activity to check for filings implicating conflict parties (.20)	0.40
12/17/13	DAB	Attend telephonically ResCap omnibus hearing (2.10); correspond with M. Gallagher and B. Kotliar re: same (.20)	2.30
TOTAL HOURS			4.30

February 06, 2014
Inv # 1598509
Our Ref # 062108-000100

Page 2

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	1.30	625	812.50
Daniel A. Bloom	Associate	3.00	480	1,440.00
		4.30		\$2,252.50
TOTAL SERVICES				\$2,252.50

Summary of Expenses

Courier Expense	17.90	
Intercall Audio Conferencing	20.00	
TOTAL EXPENSES		\$37.90

TOTAL THIS INVOICE	\$2,290.40
---------------------------	-------------------



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

March 03, 2014

Inv. # 1598508
Our Ref. 062108-000320
SJR

Attention: Residential Capital, LLC

Re: Claims Administration and Objections

12/02/13	SJR	Review documentation supporting Citi Mortgage, conflict party, claim in light of potential statute of limitations concerns (1.10)	1.10
12/02/13	MG8	Attend to correspondence with D. Horst and C. Laubach of Residential Capital, regarding documentation in support of portions of conflict party CitiMortgage claim No. 5360 related to prepetition repurchase requests (.30); review documentation in support of the same (.50); attend to multiple correspondence with S. Wallace, counsel to CitiMortgage, regarding documentation in support of portions of CitiMortgage claim related to Conroy and Arzapalo mortgages (.50); attend to further correspondence with D. Horst and C. Laubach regarding additional information needed to analyze CitiMortgage claim (.30); attend to correspondence with A. Root, counsel to conflict party PNC Mortgage, regarding efforts to resolve PNC Mortgage claims (.20); follow-up with D. Horst and C. Laubach regarding same (.10); attend to multiple correspondence with K. Priore of ResCap regarding potential offer to resolve conflict party Wells Fargo claim related to Dexter landlord litigations (.30)	2.20
12/02/13	MAC	Conduct research and analysis re: issues in connection with Calpers Agreement and impact on conflict party CitiMortgage claim No. 5360 (.90); review revised analysis re: conflict party PNC Mortgage Claim and evaluate potential claim resolution (.80)	1.70
12/03/13	SJR	Attend to update on statute of limitations research with respect to conflict party Citi Mortgage matter and potential litigation regarding same (1.40)	1.40
12/03/13	MG8	Attend to correspondence with J. Arett of Morrison & Foerster regarding upcoming omnibus claims objections and need for Curtis to be adverse to Credit Suisse, The Hartford & Sprint Nextel (.20); follow up internally with respect to the same (.10); attend to correspondence with C. Laubach with respect to conflict party CitiMortgage's explanation of certain	4.00

March 03, 2014
Inv # 1598508
Our Ref # 062108-000320

Page 2

aspects of the servicing loss portion of its alleged claims (.20); attend to correspondence with S. Wallace, counsel to CitiMortgage, requesting information regarding the VLB portion of proof of claim No. 5360 and further explanation on the servicing portion of the claim (.30); request from S. Wallace for complete CALPERS agreement referred to in CitiMortgage proof of claim No. 5360 and information about whether that agreement was assigned to Ocwen as part of the Asset Sales (.30); review complete CALPERS agreement referred to in CitiMortgage proof of claim and forward section 4.02 to C. Laubach and M. Boyer of ResCap for discussion about impact on statute of limitations defense (.50); correspond with D. Bloom re: research on statute of limitations in California as it relates to CitiMortgage claims (.20); attend to correspondence with C. Laubach and D. Horst regarding conference call with conflict party PNC Mortgage and its counsel (.20); follow-up with A. Root, counsel to PNC Mortgage, regarding the same (.20); attend to correspondence with L. Delehey of ResCap regarding CitiMortgage claim and whether CALPERS agreement referred to in the claim was assumed and assigned to Ocwen/Walter (.20); attend to correspondence with M. Beck of Morrison & Foerster regarding same (.20); attend to several communications with D. Bloom regarding statute of limitations research in connection with the CitiMortgage claim, including interpretation of waiver clauses (.30); review research with respect to same (.40); attend to correspondence with K. Priore regarding discussion with counsel to Wells Fargo regarding Debtors' view of value of conflict party Wells Fargo claim with respect to Dexter litigation (.30); telephone conference with S. Wallace regarding CitiMortgage's claims for future servicing losses (.20); attend to further correspondence with M. Beck regarding list of loans included in CitiMortgage claim for future losses related to servicing (.20)

12/03/13 MAC	Conduct analysis re: support for conflict party CitiMortgage claim amount (.80)	0.80
12/03/13 DAB	Research re: conflict party CitiMortgage claim, including statute of limitations issues per M. Gallagher direction (3.50); draft email to M. Cohen and M. Gallagher re: preliminary findings re: same (.60); further research in connection with statute of limitations issues under California law in connection with same (3.00); draft email memorandum to M. Gallagher re: same (.70)	7.80
12/04/13 TF1	Provide comments to objections, declarations in support, and proposed orders in connection with 53rd and 55th omnibus objections due to objections to claims of conflict parties Sprint and Credit Suisse (1.10)	1.10

March 03, 2014
Inv # 1598508
Our Ref # 062108-000320

Page 3

12/04/13 MG8	Attend to review and revision of full sets of objection papers for Debtors' 52nd - 55th Omnibus Claims Objections in which claims filed by actual conflict parties Credit Suisse, Everbank, Sprint Nextel, and The Hartford are subject to objections (3.80); numerous communications with B. Butterfield regarding review of proofs of claims of conflict parties subject of the Debtors 52nd - 55th Omnibus Claims Objections (.40); telephone conference with J. Wishnew of Morrison & Foerster to discuss logistical issues with respect to 43rd Omnibus Claims objection as it relates to conflict party CitiMortgage claim No. 5360 and status of discussions with CitiMortgage (.30); telephone conference with D. Horst, C. Laubach and M. Boyer of Residential Capital to review open issues and status of discussions regarding CitiMortgage claim and claims of conflict party PNC Mortgage (.50); attend to correspondence with S. Wallace counsel to CitiMortgage, regarding obtaining certain information needed to complete analysis of claim and statute of limitations issues (.30); review research done by D. Bloom regarding statute of limitations in California and enforceability of certain provisions, including review of several cases pulled by D. Bloom (.80); attend to correspondence with S. Wallace regarding the same (.30); correspond with M. Cohen regarding CitiMortgage and PNC Mortgage claims negotiations (.20); telephone call with M. Beck of Morrison & Foerster regarding issues with SprintNextel agreements assumed pursuant to Ocwen sale for upcoming omnibus claims objection and determination of servicing of mortgages subject of CitiMortgage Participation Agreement that is at the heart of the CitiMortgage proof of claim No. 5360 (.40); review assumption schedule for Ocwen sale to confirm CitiMortgage Participation agreement is included (.20); follow-up correspondence with M. Beck and D. Bloom regarding same (.20); correspond with T. Foudy regarding her comments to draft of Debtors' 52nd - 55th Omnibus Claims Objections (.20); correspond with J. Arett of Morrison & Foerster regarding omnibus claims objections and Credit Suisse proofs of claim to be included in upcoming omnibus claim objections (.30)	7.90
12/04/13 DAB	Further research re: conflict party CitiMortgage's claim per M. Gallagher request, including further review of statute of limitations issues, including analysis of case law interpreting Cal. Code Civ. Pro. 336a (2.10); extensive review of cases dealing with "discovery rule" in California as applied to CitiMortgage facts (2.90); review correspondence from S. Wallace at Ballard Spahr re: CitiMortgage claim (.30); distinguish case cited by same re: same (.80); further review of cases citing same and distinguishing of same (.50); correspond with B. Butterfield re: review of case	9.10

documents located during research in connection with same (.20); review docket filings and documents provided by CitiMortgage counsel related to CitiMortgage contracts to determine status of contract at issue in context of objection to CitiMortgage claim (2.00); correspond with M. Gallagher re: same (.30)

12/04/13 BB2	Review the Evergreen adversary proceeding from the Lehman Brothers case and draft email with findings per correspondence with D. Bloom in connection with claims administration in Residential Capital (.30); review proofs of claims submitted by Credit Suisse, Sprint Nextel, EverBank, and the Hartford, which are conflict parties, against the schedule of assumed and assigned agreements in connection with Asset Sales that closed earlier this year (.40); review the exhibits to drafts of various omnibus objections to be submitted in connection with claims submitted by the same conflict parties (.70); correspondence with M. Gallagher in connection with same (.20)	1.60
12/05/13 SJR	Attend to review and revision of conflict party Citi Mortgage settlement stipulation settlement (.70)	0.70
12/05/13 MG8	Attend to multiple correspondence with S. Wallace, counsel to conflict party CitiMortgage regarding Debtors' counter-offer to resolve CitiMortgage proof of claim no. 5360 (.40); review and revise draft stipulation resolving CitiMortgage proof of claim no. 5360 (.60); confer with D. Bloom regarding the same (.30); attend to correspondence with M. Cohen regarding proposed stipulation resolving CitiMortgage claim no. 5360 (.30); attend to correspondence with D. Horst and C. Laubach regarding resolution of CitiMortgage claim No. 5360 (.20); attend to correspondence with J. Wishnew of Morrison & Foerester regarding the same (.30); correspond with D. Bloom regarding additional minor changes to draft CitiMortgage stipulation (.20); review proposed orders for 52nd and 54th omnibus claims objections, and address certain issues with the schedules attached to the proposed orders with respect to the claims of Credit Suisse (.50); attend to correspondence with J. Arett regarding upcoming 53rd and 55th omnibus claims objections, and issues with the schedules attached to the proposed orders with respect to the claims of Credit Suisse (.40); prepare for and participate in call with conflict party PNC Mortgage regarding PNC Mortgage claims by reviewing materials sent earlier by PNC Mortgage and Debtors' analysis of same (.50); participate in call with C. Laubach and D. Horst of ResCap, A. Root, counsel to PNC Mortgage, and J. Putner and G. Chu, representatives of PNC Mortgage, in order to explain Debtors' offer with respect to PNC Mortgage proofs of claim (.80); attend to correspondence with C. Laubach regarding further updated analysis of PNC Mortgage claims (.30);	5.00

telephone conference with M. Crespo of Morrison & Foerster regarding conflict party Sprint claims subject to upcoming omnibus objection and schedule of Sprint agreements assumed as part of asset sales (.20)

12/05/13	DAB	Revise draft CitiMortgage settlement stipulation per M. Gallagher request (1.10); email to same re: same (.10); review correspondence with S. Wallace, counsel to CitiMortgage re: Debtors' settlement offer (.20); review Claim Nos. 3557, 3561, 3565, 3567, 3568, 3570, 3572, 3574 filed by PNC Mortgage in connection with further revising draft stipulation re: same (.60); review docket items and history of CitiMortgage dispute in connection with revising same (1.30); draft conflict party PNC's stipulation in preparation for possible settlement of same, per M. Gallagher request, including description of claim dispute and history (1.50); email same to same (.10); further revisions to CitiMortgage stipulation in light of tentative agreement, per M. Gallagher request (.50); redline and review draft of same and recirculate to M. Gallagher (.40)	5.80
12/06/13	MG8	Attend to correspondence with J. Wishnew of Morrison & Foerster regarding resolution of Debtors' Objection to CitiMortgage Claim No. 5360 (.10); correspond with D. Bloom regarding minor revisions to stipulation resolving conflict party CitiMortgage Claim No. 5350 (.30); correspond with S. Wallace, counsel to CitiMortgage, regarding the same (.20); attend to correspondence with M. Crespo of Morrison & Foerster regarding conflict party Sprint Nextel agreements covered by omnibus objection to Sprint Nextel claims satisfied by assumption and assignment to Ocwen (.20); follow-up correspondence with B. Butterfield regarding same and track down related agreements (.20); attend to several communications with J. Arett of Morrison & Foerster regarding finalization of 52nd - 56th Omnibus claims objections involving claims of conflict parties Sprint Nextel, UBS, The Hartford and Credit Suisse (.30)	1.30
12/06/13	DAB	Further revise draft of conflict party CitiMortgage settlement stipulation for claim No. 5360 per M. Gallagher comments (1.10)	1.10
12/06/13	BB2	Correspond with conflict party Sprint Nextel in connection with potential objection to Claim No. 286 filed in Residential Capital and correspond with M. Gallagher in connection with same (.30)	0.30
12/09/13	SJR	Follow up regarding conflict party Citi Mortgage settlement stipulation and issues regarding same (.40); follow up with matter related to conflict party PNC Mortgage draft stipulation re: potential future settlement of claim (.30)	0.70
12/09/13	TF1	Review conflict party Wells Fargo's reservation of rights with respect to contract rejection (.10); follow-up	0.40

March 03, 2014
Inv # 1598508
Our Ref # 062108-000320

Page 6

correspondence with M. Gallagher in regards to same (.10); review email from conflict party PNC Mortgage with settlement offer regarding claim for future rep and warranty breached by RFC (.10); review M. Gallagher email commenting on same (.10)

12/09/13	MG8	Attend to correspondence with D. Horst and C. Laubach of ResCap regarding proposed stipulation resolving conflict party CitiMortgage claim (.20); review correspondence from A. Root, counsel to conflict party PNC Mortgage, regarding counter offer to Debtors' proposal to resolve PNC Mortgage's claims against RFC for future breach of sale and servicing agreement (.20); correspond with T. Foudy and M. Cohen regarding issues with PNC Mortgage counter offer (.20); telephone conference with A. Root regarding the same (.30); attend to correspondence with D. Horst and C. Laubach regarding PNC Mortgage counter offer and reaction to the same (.20); attend to review and revision of draft stipulation for PNC Mortgage claims, in the event that the claims are resolved consensually (.80); attend to correspondence with T. Foudy regarding status of upcoming claims objections involving claims of certain conflict parties, including Sprint, Everbank, Credit Suisse and The Hartford (.30); review Debtors' motion to establish a disputed claim reserve because claims of numerous conflict parties are listed as being included in the reserve, such as UBS, PNC Mortgage, Citibank, and Wells Fargo (.80); attend to correspondence with T. Foudy regarding the same (.20); attend to correspondence with K. Priore regarding efforts to resolve conflict party Wells Fargo claim related to Dexter landlord dispute (.20); follow-up correspondence with D. Bloom regarding draft stipulation for PNC Mortgage claim (.10)	3.50
12/09/13	DAB	Email M. Gallagher re: conflict party CitiMortgage settlement stipulation (.10); revise draft conflict party PNC Mortgage's stipulation in preparation for possible settlement of same, per M. Gallagher request, including detailed description of asset sale issues (.80); email same to same (.10); analyze Notice of Presentment of Stipulation and Order Resolving the Metlife (potential conflict party) Claimants' RMBS-Related Claims (.50); summarize same (.30); circulate same (.10)	1.90
12/10/13	SJR	Review drafts of omnibus claims objections dealing with conflict parties, including Credit Suisse, Everbank, The Hartford and SprintNextel and sign off on same (.80)	0.80
12/10/13	TF1	Review email correspondence with conflict party PNC Bank regarding settlement negotiations over amount of claim (.10)	0.10
12/10/13	MG8	Review and revise updated drafts of 52nd - 55th	4.20

Omnibus Claims Objections, and related pleadings, as claims of conflict parties are included in those objections, such as Credit Suisse, PNC Mortgage, Everbank, Sprint Nextel and The Hartford (1.20); correspond with J. Arett of Morrison & Foerster regarding the same (.40); review spreadsheet with Exhibits for proposed orders (claims subject to objection) for the Debtors' 52nd - 55th Omnibus Claims Objections in order to ensure accuracy of Debtors' 52nd - 55th Omnibus Claims Objections (.50); confer with B. Butterfield regarding agreement in support of Sprint Nextel claim No. 286 supplied by Sprint Nextel (.30); review agreement and correspond with M. Crespo of Morrison & Foerster regarding same in order to determine whether the Sprint Nextel agreement had been assumed and assigned as part of the Asset Sales (.30); review briefly complete invoice in support of Sprint Nextel claim provided by Sprint Nextel (.20); attend to correspondence with D. Horst regarding meeting with PNC Mortgage regarding its counter offer after confirmation and effective dates (.20); follow-up correspondence with A. Root, counsel to PNC Mortgage, regarding the same (.30); attend to correspondence with S. Wallace regarding CitiMortgage comments to proposed stipulation resolving CitiMortgage claim No. 5360 (.20); follow-up correspondence with D. Bloom and M. Cohen regarding the same (.20); attend to further correspondence with J. Arett regarding potential issue with respect to objection to Sprint Nextel proof of claim No. 286 (.20); attend to correspondence with J. Wishnew of Morrison & Foerster regarding procedure for finalizing CitiMortgage stipulation resolving claim No. 5360 (.20)

12/10/13 DAB	Further revise draft conflict party CitiMortgage settlement stipulation for execution per M. Gallagher request (1.00)	1.00
12/10/13 BB2	Correspond with A. Booton at conflict party Sprint Nextel to obtain contract and billing information between Sprint Nextel and ResCap in connection with possible objection to Claim No. 286 (.40); review proof of claims filed by Credit Suisse, Sprint Nextel, EverBank, and The Hartford, which are conflict parties, in connection with upcoming omnibus objection to claims (.80); confer with M. Gallagher re: agreement in support of Sprint Nextel claim supplied by Sprint Nextel (.30)	1.50
12/11/13 MG8	Attend to correspondence with D. Horst and L. Delehey of ResCap regarding near final draft of stipulation resolving conflict party CitiMortgage claim no. 5360 (.30); attend to several correspondence with D. Bloom and M. Cohen regarding the same and execution of stipulation (.30); review exhibits to upcoming omnibus	1.20

claims objections to confirm claims of conflict parties Sprint Nextel, Credit Suisse, The Hartford, UBS, and EverBank (.20); attend to correspondence with J. Arret of Morrison & Foerster regarding potential inclusion of PNC Mortgage claims in upcoming omnibus claims objection and related follow-up (.20); confer with J. Wishnew of Morrison & Foerster regarding the same (.10); follow-up correspondence with J. Arett regarding the same (.10)

12/11/13 DAB	Prepare draft of conflict party CitiMortgage settlement stipulation for execution per M. Gallagher request (.80); circulate execution version with comments to M. Cohen and M. Gallagher for review (.30); further revisions to same per M. Gallagher comments (.30); recirculate same to same (.10)	1.50
12/11/13 FRG	Assist D. Bloom in obtaining necessary signature for Stipulation re: Citibank's Claim Objection (.30)	0.30
12/12/13 SJR	Attend to follow up on claims objections being handled by Curtis' conflicts counsel and impact of confirmation order on pending claim objections (.60)	0.60
12/12/13 MG8	Review exhibits for 52nd -56th Omnibus Claims objections forwarded by J. Arett of Morrison & Foerster to ascertain conformity with proofs of claim subject to objection, including those of conflict parties Sprint Nextel, Credit Suisse, The Hartford, and UBS (.40); correspond with B. Butterfield regarding same (.20); attend to correspondence with J. Arett regarding changes to certain of the omnibus claims documents and changes to some of the parties to be included in the upcoming omnibus claims objections (.40); review filed versions of Debtors 52nd-56th Omnibus Claims Objections in which Curtis is conflicts counsel to the Debtors (.40); review fully executed stipulation resolving Debtors' objection to CitiMortgage proof of claim no. 5360 forwarded by S. Wallace, counsel to CitiMortgage (.30); attend to correspondence with KCC and FTI regarding the same, and transmitting the same so that the claims register can be updated to reflect allowed amount of CitiMortgage claim (.30); follow-up correspondence with J. Wishnew of Morrison & Foerster regarding same (.10); review entered stipulation and order resolving 10th Omnibus Claims Objection with respect to MetLife, as MetLife is a conflict party (.20)	2.30
12/12/13 BB2	Review proofs of claim filed by PNC Mortgage, Credit Suisse, The Hartford, Sprint Nextel, Everbank which are conflict parties against updated drafts of Omnibus Claims Objections 52-56 (.40); correspondence with M. Gallagher in connection with same (.10)	0.50
12/16/13 JJW	Correspond with M. Gallagher re: claims for default interest under MSR Facility assented by conflict party	0.40

Citibank (.40)

12/16/13 MG8	Attend to correspondence with D. Horst and C. Laubach (both of Residential Capital) regarding finalization and execution of stipulation with conflict party CitiMortgage regarding Claim No. 5360 (.30); review briefly responses to various omnibus claims objections and related filings to confirm no conflict party response (.30); review briefly objections to motion to establish claim reserve to confirm no objection from conflict parties (.20)	0.80
12/16/13 MG8	Attend to correspondence from J. Walsh regarding potential dispute with Citibank for claims for default interest under MSR facility (.20)	0.20

TOTAL HOURS	74.80
-------------	-------

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	5.30	830	4,399.00
Jonathan J. Walsh	Partner	0.40	740	296.00
Theresa A. Foudy	Partner	1.60	730	1,168.00
Michael Ari Cohen	Partner	2.50	730	1,825.00
Maryann Gallagher	Counsel	32.60	625	20,375.00
Daniel A. Bloom	Associate	28.20	480	13,536.00
Benjamin Butterfield	Associate	3.90	305	1,189.50
Franklin R. Guenther	Legal Assistant	0.30	235	70.50
		74.80		\$42,859.00

TOTAL SERVICES	\$42,859.00
----------------	-------------

Summary of Expenses

CourtCall	30.00
-----------	-------

TOTAL EXPENSES	\$30.00
----------------	---------

TOTAL THIS INVOICE	\$42,889.00
--------------------	-------------



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

March 03, 2014

Inv. # 1598510
Our Ref. 062108-000500
SJR

Attention: Residential Capital, LLC

Re: Plan and Disclosure Statements

12/02/13 SJR	Attention to matters regarding revised plan pursuant to terms of the settlement with respect to Phase II and confirmation matters handled by Curtis (.80); emails and correspondence throughout the day regarding same (.50); review and analyze plan regarding settlement with JSNs', including review of JSN's settlement and sign off on same (1.70)	3.00
12/02/13 TF1	Participate in conference call with M. Gallagher, D. Bloom, G. Uzzi of Milbank Tweed, T. Goren of Morrison & Foerster, and K. Eckstein of Kramer Levin regarding terms of revised Plan in connection with Plan Confirmation and Phase II of JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Silver Point and Davidson Kempner (.80); participate in call with E. Schaeffer of Reed Smith concerning negotiations with conflict party Wells Fargo (.30); follow-up call with A. Dove of Kramer Levin regarding same (.10); follow-up emails with J. Marines, L. Marinuzzi and T. Goren of Morrison & Foerster regarding same (.20); follow-up emails with E. Schaeffer regarding same (.10); correspond with M. Gallagher on same (.20); organize files and materials for storage and possible later retrieval (1.60)	3.30
12/02/13 MG8	Telephone conference with T. Foudy to discuss treatment of conflict party Wells Fargo in settlement discussions with JSNs and related issues (.30); review updated draft of plan, revised to reflect current state of settlement discussions with JSNs in order to prepare for call with Morrison & Foerster, Kramer Levin, Milbank (counsel to JSNs) and Kirkland, counsel to Ally (.70); correspond with T. Foudy regarding same (.10); participate in call with counsel to Ally (R. Shrock), counsel to Committee (K. Eckstein), counsel to Debtors (T. Goren), and counsel to JSNs (G. Uzzi) to address open issues with JSNs with respect to revised draft Plan, revised to reflect state of settlement with JSNs (.80); review limited objection/reservation of rights filed by Wells Fargo in connection with list of agreements to be rejected on Effective Date (.30); attend to	3.10

correspondence with S. Reisman, T. Foudy and M. Moscato regarding status conference on December 3 to address outstanding Plan Confirmation issues (.20); attend to correspondence from D. Bloom attaching redline of current plan draft compared to most recently filed version and review redline (.40); attend to correspondence with T. Foudy, L. Marinuzzi and T. Goren regarding treatment of Wells Fargo under current draft of Plan and open issues (.30);

12/02/13 JTW	Review revisions to Joint Plan made in connection with resolution of issues surround the claims involved in the JSN Adversary Proceeding in connection with the Phase II trial in the JSN Adversary Proceeding and plan confirmation where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.80)	0.80
12/02/13 DAB	Review notice of status conference in connection with JSN adversary proceeding and Plan confirmation process involving conflict parties Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point (.10); review emails from S. Reisman, T. Foudy, J. Walsh, M. Gallagher and B. Kotliar re: same (.20); review and analyze plan issues re: settlement with JSNs (1.00); participate in call with T. Foudy, M. Gallagher, G. Uzzi of Milbank Tweed, T. Goren of Morrison & Foerster, and K. Eckstein of Kramer Levin re: same (.80); draft summary of same (.50); correspond with J. Walsh and J. Weber re: issues related to Plan settlement (.60); email to T. Foudy re: same (.10); analyze issues related to fees associated with same per J. Semmelman request (.50); review Reservation of Rights in connection with the Debtors' Notice of Filing of Rejection of Executory Contracts and Unexpired Leases filed by conflict party Wells Fargo (.40); further email to J. Walsh and M. Moscato re: further revised plan of liquidation (.20)	4.40
12/02/13 PR	Email correspondence with A. Joseph in the library re: getting access to copies of three American Banker Association Trust & Investment articles per V. Hing's request in connection with analysis of Wells Fargo debt and security documents (.10); summarize and produce same for V. Hing review (.70)	0.80
12/02/13 FRG	Circulate calendar updates re: status conference on amended Plan to be held on December 3, 2013 (.30)	0.30
12/02/13 SB	Prepare for Court sets of Plan Proponents' exhibits admitted as evidence in consolidated Phase II Trial and Plan Confirmation Hearing per request of E. Tobin as Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (2.10)	2.10
12/02/13 ET	Confer with C. Kerr and A. Lawrence of Morrison & Foerster re: Plan Proponents' final list of exhibits	0.70

admitted during the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings, where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); draft email to A. Miller, D. Cohen, D. Perry and R. Fissell of Milbank Tweed and E. Schaffer of Reed Smith re: providing final exhibit lists and searchable versions of all admitted exhibits to the Court (.20); correspond with E. Combs and S. Ballard re: same (.20)

12/03/13 JS	Review provisions of revised Plan in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.90); emails with D. Bloom re: same (.30); emails with D. Bloom re: developments in court proceeding (.20); review notice of proposed resolution of litigation (.10)	1.50
12/03/13 SJR	Review of Second Amended Plan in connection with Residential Capital Chapter 11 filing, including review of blackline against Plan filed on November 18th for impact on conflict parties and matters being addressed by Curtis, Mallet-Prevost as Conflicts Counsel (2.80)	2.80
12/03/13 SJR	Review revised version of Plan related to conflicts parties including comments re: same (1.40)	1.40
12/03/13 TF1	Exchange emails with E. Schaeffer of Reed Smith regarding resolution of Wells Fargo's objections to Plan in connection with Plan Confirmation and Phase II trial due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including SilverPoint and Davidson Kempner (.10); review new draft Plan (1.00); begin review/comments on latest draft of proposed findings of fact in support of Plan Confirmation (.70)	1.80
12/03/13 MJM	Review Second Amended Joint Chapter 11 Plan in preparation for today's status conference re: same in connection with Curtis' representation as conflicts counsel in the Phase II trial/plan confirmation proceedings, as Wells Fargo and noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.40); confer with E. Tobin re: Second Amended Joint Chapter 11 Plan in preparation for today's status conference re: same (.50); attend status conference re: Second Amended Joint Chapter 11 Plan (1.10); correspond with J. Walsh additional tasks re: Plan Proponents' Confirmation findings of fact (.50)	2.50
12/03/13 MG8	Review Proposed Second Amended Proposed Plan and blacklines against November 18, 2013 version to determine resolution of conflict party Wells Fargo issues (.60); attend to follow-up correspondence with T. Foudy regarding confirmation from Wells Fargo's counsel that Wells Fargo objections to confirmation are resolved by proposed changes to Plan (.30); prepare	3.00

for and attend status conference for Plan (1.80); attend to correspondence with A. Doshi, counsel to Oracle, confirming that previously agreed upon language for proposed confirmation order with respect to Oracle remains unchanged and updating him on status of plan confirmation (.30)

12/03/13 MAC	Review revised Plan incorporating settlement provisions in connection with Curtis' role as conflicts counsel to Debtors (.90)	0.90
12/03/13 EC	Review lists of documents admitted in proceeding and prepare comparison of documents identified as admitted by Defendants against those identified by Proponents in connection with Curtis' role as conflicts counsel, as Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.20); draft email to E. Tobin re: same (.10); attend telephonically status conference re: plan amendment update and confirmation (1.00)	1.30
12/03/13 DAB	Email to M. Gallagher re: filing of further revised plan of liquidation in connection with JSN adversary proceeding and Plan confirmation process involving conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (.10); review recently filed docket items in connection with same (.20); correspond with B. Kotliar and T. Foudy re: same (.30); attend hearing re: same telephonically (1.80); review and analysis of further revised Plan in connection with fee issues (1.60); circulate same per T. Foudy email (.20); emails to J. Semmelman re: same (.40)	4.60
12/03/13 SB	Prepare for delivery to Court two electronic sets of Plan Proponents' exhibits admitted as evidence in consolidated Phase II Trial and Plan Confirmation Hearing as Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties per request of E. Tobin (.20)	0.20
12/03/13 ET	Correspond with A. Lawrence of Morrison & Foerster and R. Fissell of Milbank Tweed re: submission of final list of exhibits admitted during the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); submit copies of the admitted exhibits in searchable format (.20); review and analyze Second Amended Joint Chapter 11 Plan Proposed by the Debtors and the Official Committee of Unsecured Creditors (.30); confer with M. Moscato re: same (.50); attend status conference re: Second Amended Proposed Joint Chapter 11 Plan Proposed (1.00)	2.30
12/04/13 JS	Review Chadbourne letter to Court in connection with the Phase II litigation of the JSN Adversary Proceeding	0.20

March 03, 2014
Inv # 1598510
Our Ref # 062108-000500

Page 5

and confirmation issues as Wells Fargo and noteholders Davidson Kempner, Silver Point, and UBS are conflict parties for impact on fee dispute (.20)

12/04/13 TF1	Review and provide comments on latest version of proposed findings of fact for confirmation in connection with Plan Confirmation and Phase II of JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Silver Point, Davidson Kempner, and UBS (2.80); review notice of settlement and opportunity to change vote (.10); review draft supplemental Kruger affidavit (.40); review latest draft of Plan (1.20); review emails regarding Milbank comments to proposed findings of fact (.10)	4.60
12/04/13 MJM	Review revised Plan Proponents' Proposed Findings of Fact, focusing on JSNs settlement provisions, among others in connection with Curtis' representation as conflicts counsel in the Phase II trial/plan confirmation proceedings, as Wells Fargo and noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.90)	0.90
12/04/13 MJM	Review revised Plan Proponents' Proposed Findings of Fact, focusing on JSNs' settlement provisions, among others (.90)	4.20
12/04/13 JJW	Review final deposition designations for Plan Confirmation findings of facts in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.40); correspond with J. Mosse re: same (.20); review and comment on draft plan and related documents relating to conflict party Wells Fargo (1.50)	2.10
12/04/13 EC	Review final exhibit lists prepared by Defendants in preparation for filing final lists with court in connection with Curtis' role as conflicts counsel as Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.50); revise final lists and submit for filing on docket and coordinate with E. Tobin regarding same (.70)	1.20
12/04/13 JM	Attention to correspondence with J. Walsh re: Third Master Consolidated Deposition Designations (.10); review Third Master Consolidated Deposition Designations in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.10); review errata sheets submitted in connection with deposition transcript of Reid Snellenbarger as corporate representative for the Ad Hoc Group (.10); draft email to A. Lawrence of Morrison and Foerster re: Snellenbarger deposition designations and errata sheets (.30)	0.60

March 03, 2014
Inv # 1598510
Our Ref # 062108-000500

Page 6

12/04/13 SB	Review Third Consolidated Deposition Designations for designations containing errata identified on R. Snellenbarger errata sheet per request of J. Mosse in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (.40)	0.40
12/04/13 ET	Correspond with C. Kerr and A. Lawrence of Morrison & Foerster re: submission of final lists of exhibits admitted during the Phase II trial in the JSN Adversary Proceeding and Plan Confirmation proceedings, where Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point are conflict parties (.30); draft and respond to emails with R. Fissell and K. Janofsky of Milbank Tweed and S. Kam of Reed Smith re: submission of joint notice of filing of final exhibit lists (.40); review and revise joint notice of filing of final exhibit lists (.30); coordinate with E. Combs to revise the updated versions of the final exhibit lists of the Plan Proponents and the Ad Hoc Group and UMB (.50); draft email to K. Dabbert (Judge Glenn's law clerk) enclosing a copy of the filed Joint Notice of Final Exhibit Lists and the final lists of exhibits offered by the Plan Proponents, UMB and the Ad Hoc Group, and Wells Fargo (.20)	1.70
12/05/13 JS	Review supplemental Declaration of Lewis Kruger in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.40); review proposed findings of fact filed by Plan Proponents (.80)	1.20
12/05/13 SJR	Review of Motion to Establish Disputed Claims Reserve with exhibits and impact on claims being addressed by Curtis, Mallet-Prevost as Conflicts Counsel for ResCap (1.90)	1.90
12/05/13 TF1	Review comments to Proposed Findings and Kruger Affidavit in connection with Plan confirmation and Phase II of JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Silver Point, UBS, and Davidson Kempner (.20); review letter to Judge Glenn regarding deposition designations (.10); review conflict party WFBNA's post-confirmation hearing brief (.30); review draft of revised confirmation order changes (.20)	0.80
12/05/13 MJM	Review current draft of Plan Proponents' Proposed Findings of Fact in connection with Curtis' representation as conflicts counsel in the Phase II trial/Plan confirmation proceedings, as Wells Fargo and noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.30); review draft Supplemental Declaration of Lewis Kruger in Support of Plan	0.80

March 03, 2014
Inv # 1598510
Our Ref # 062108-000500

Page 7

Confirmation (.50)

12/05/13	MG8	Attend to review of WFBNA brief in further support of its limited objection to confirmation, as WFBNA is a conflict party (.20); attend to review of Kruger Supplemental Declaration in Support of Confirmation (.20); attend to review of Plan Proponents' proposed finding of facts for confirmation (.80); attend to brief review of motion to establish a disputed claims reserve (.20); attend to brief review of revised proposed confirmation order (.20); review letters of Debtors regarding keeping status quo with respect to deposition testimony pending outcome of hearing on JSN settlement (.20)	1.80
12/05/13	DAB	Analyze Post-Confirmation Hearing Brief of conflict party WFBNA in further support of WFBNA's Limited Objection to Confirmation (.80); review Supplemental Declaration of Lewis Kruger in Support of Plan Confirmation in connection with JSN adversary proceeding and Plan confirmation process involving conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (.60); review as-filed Plan Proponents' revised proposed Confirmation Order (.80); review letter filed by the Debtors which requests, on behalf of the Phase II parties, maintenance of the status quo with respect to Phase II deposition testimony designations (.20); summarize and circulate same to S. Reisman and T. Foudy (.10)	2.50
12/05/13	FRG	Retrieve various proofs of claim in connection with conflict party Wells Fargo and submit same to D. Bloom for review (.40)	0.40
12/05/13	ET	Review and revise Supplemental Declaration of Lewis Kruger in Support of Plan Confirmation in connection with Phase II and Plan Confirmation issues where Wells Fargo and noteholders UBS, Davidson Kempner and Silver Point are conflict parties (1.20); draft email to C. Kerr, A. Lawrence and D. Ziegler of Morrison & Foerster enclosing edits to same (.10); review email correspondence from counsel for Debtors and the Unsecured Creditors' Committee, including C. Kerr, A. Lawrence and D. Ziegler of Morrison & Foerster and D. Eggermann and R. Ringer of Kramer Levin, re: draft proposed Findings and Fact and Supplemental Kruger Declaration in support of Plan Confirmation (.20)	1.50
12/06/13	JS	Review emails from B. Kotliar, D. Bloom re: further filings in bankruptcy case in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Silver Point, Davidson Kempner, and UBS are conflict parties (.20)	0.20
12/06/13	MG8	Review briefly Exhibit 15 to Plan (Liquidating Trust Causes of Action) to confirm conflict parties CMH, PNC	0.20

Bank, and Citibank-related causes of action are listed (.20)

12/06/13 DAB	Correspond with B. Kotliar re: confirmation hearing preparation in connection with JSN adversary proceeding and Plan confirmation process involving conflict parties Wells Fargo and noteholders UBS, Davidson Kempner, and Silver Point (.10); review Plan Proponents' further revised proposed Plan (.90); email S. Reisman and T. Foudy re: changes to same (.20)	1.20
12/06/13 FRG	Calendar various deadlines and hearing dates relating to Confirmation Order and Motion for Order Establishing Disputed Claims Reserve and circulate same to S. Reisman, T. Foudy, M. Gallagher, and B. Kotliar (.40)	0.40
12/09/13 JS	Review notice of presentment of stipulation and order resolving Metlife Claimants' RMBS-related Claims in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.20)	0.20
12/09/13 JJW	Review and comment on draft Plan and related documents regarding conflict party Wells Fargo (1.40); correspond with M. Gallagher re: same (.30)	1.70
12/09/13 MG8	Attend to correspondence with T. Foudy regarding conflict party Wells Fargo reservation of rights with respect to rejection of certain executory agreements and leases (.20) correspond with T. Foudy regarding Plan Proponents' motion to establish disputed claims reserve and potential objections of conflict parties listed on the schedule to the motion (.20); correspond with J. Walsh regarding treatment of Wells Fargo under Plan and related documents (.30); telephone conference with A. Doshi, counsel to conflict party Oracle, regarding questions about the Debtors' final assumption schedule to be included in the Plan Supplement and confirming that protective language included in the Confirmation Order remains unchanged (.30); review Final Assumption Schedule and follow-up call with A. Doshi regarding same (.30)	1.30
12/10/13 JS	Review declaration of G. Uzzi in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.20); correspond with T. Foudy re: upcoming court appearance (.10); review revised confirmation order (.40); review amended and restated liquidating trust agreement (.40)	1.10
12/10/13 TF1	Review objection by conflict party WFBNA to revised plan and findings of fact (.20); review WFBNA withdrawal of objection (.10); review Uzzi Declaration	0.50

regarding changed voting of JSNs (.20)

12/10/13 JJW	Comment on draft revised Plan, including issues related to conflict parties Wells Fargo and Davidson Kempner (2.10); correspond with M. Moscato re: same (.30)	2.40
12/10/13 MG8	Review WFBNA additional objection to confirmation, revised proposed confirmation order and proposed findings of fact, as WFBNA is a conflict party (.30); review further revised proposed confirmation order circulated by R. Ringer of Kramer Levin to ensure language addressing Oracle is unchanged and to the check treatment of conflict party WFBNA (.60); review WFBNA withdrawal of confirmation objections (.20); review briefly Uzzi declaration regarding updated voting results for Ad Hoc Group of JSNs due to settlement with JSNs (.20); review briefly Marinuzzi declaration regarding updated voted results for Plan (.20)	1.50
12/10/13 DAB	Review and circulate withdrawal of conflict party WFBNA of Plan objections (.30); review and circulate Declaration of Gerard Uzzi in connection with Changed Votes of Members of Ad Hoc Group of Junior Secured Noteholders on Plan Proponents' Second Amended Chapter 11 Plan (.10); review revised draft of the Liquidating Trust Agreement, along with a cumulative redline against the version filed with the Plan Supplement in mid-November from Kramer Levin (Carol Archer) (1.00)	1.40
12/11/13 JS	Emails with D. Bloom re: approval of Plan in connection with the Phase II litigation of the JSN Adversary Proceeding and confirmation issues as noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (.20); review findings of fact in connection with same (.40); review confirmation order in connection with same (.30)	0.90
12/11/13 SJR	Follow up regarding coverage for today's hearing on Plan confirmation and approval of JSN settlement addressing issues which may come up which are of concern and are being handled by Curtis as conflicts counsel for Residential Capital (2.40); review drafts of proposed confirmation order and liquidation trust agreement circulated in connection with today's confirmation and settlement hearing (1.10)	3.50
12/11/13 TF1	Review revised version of confirmation order in connection with Plan Confirmation and Phase II of JSN Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Silver Point, UBS, and Davidson Kempner (.30); review revised liquidating trust agreement (1.10); attend hearing on Plan Confirmation and settlement of JSN Adversary Proceeding (1.10)	2.50

March 03, 2014
Inv # 1598510
Our Ref # 062108-000500

Page 10

12/11/13	MJM	Attend confirmation hearing in connection with conflicts issues in connection with Curtis' representation as conflicts counsel in the Phase II trial/plan confirmation proceedings, as Wells Fargo and noteholders Davidson Kempner, Silver Point, and UBS are conflict parties (1.10)	1.10
12/11/13	JJW	Telephonically attend Plan confirmation hearing, including issues related to conflict parties Wells Fargo and Davidson Kempner (1.10)	1.10
12/11/13	MG8	Review briefly revised proposed confirmation order and liquidating trust agreements filed last night (.50); prepare for confirmation hearing (1.10); attend confirmation hearing (1.10)	2.70
12/11/13	DAB	Telephonically attend hearing regarding confirmation of Chapter 11 Plan (1.10); review Court's Order confirming the ResCap Plan of Liquidation and Findings of Fact in connection with ResCap's Plan of Liquidation for impact on conflict matters regarding Wells Fargo and noteholders UBS, Silver Point, and Davidson Kempner (1.30); circulate same to T. Foudy, J. Semmelman, M. Moscato, S. Reisman, and M. Gallagher (.20)	2.60
12/12/13	MG8	Review briefly the Confirmation Order entered by Judge Glenn (.50); review briefly the Findings of Fact entered by Judge Glenn (.60)	1.10
12/13/13	TF1	Review and organize files for storage so as to be accessible in future if necessary in connection with plan confirmation and phase 2 Adversary Proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Silver Point and Davidson Kempner (1.10)	1.10
12/13/13	MG8	Review briefly revised pages to Liquidating Trust Agreement circulated by Kramer Levin (.20)	0.20
12/16/13	TF1	Review and provide comments on draft stipulation dismiss adversary proceeding in connection with Phase 2 of JSN Adversary proceeding due to involvement of conflict parties Wells Fargo and certain members of Ad Hoc Group, including Silver Point and Davidson Kempner (.20)	0.20
12/17/13	DAB	Review and circulate Notice of Entry of Confirmation Order and Occurrence of Effective date, and (ii) Notice of Deadline and Procedures for Filing Certain Administrative Claims to S. Reisman and T. Foudy (.20); review and circulate Stipulation Dismissing Consolidated Adversary Proceeding to same (.10)	0.30

March 03, 2014
Inv # 1598510
Our Ref # 062108-000500

Page 11

TOTAL HOURS 97.00

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jacques Semmelman	Partner	5.30	860	4,558.00
Steven J. Reisman	Partner	12.60	830	10,458.00
Michael J. Moscato	Partner	9.50	785	7,457.50
Jonathan J. Walsh	Partner	7.30	740	5,402.00
Theresa A. Foudy	Partner	14.80	730	10,804.00
Michael Ari Cohen	Partner	0.90	730	657.00
Maryann Gallagher	Counsel	14.90	625	9,312.50
Ellen Tobin	Associate	6.20	600	3,720.00
Daniel A. Bloom	Associate	17.00	480	8,160.00
Julia Mosse	Associate	0.60	435	261.00
John Thomas Weber	Associate	0.80	305	244.00
Pablo Ruiz	Associate	0.80	305	244.00
Edward Combs	Associate	2.50	290	725.00
Franklin R. Guenthner	Legal Assistant	1.10	235	258.50
Samuel Ballard	Legal Assistant	2.70	200	540.00
		97.00		\$62,801.50

TOTAL SERVICES \$62,801.50

Summary of Expenses

Deposition Reporting/Transcripts	3,972.70
External Photocopy Services	631.60
CourtCall	794.00

TOTAL EXPENSES \$5,398.30

TOTAL THIS INVOICE \$68,199.80

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

**ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

March 03, 2014

Inv. # 1598504
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

12/03/13	SJR	Review of correspondence regarding requests for hold-backs on fees of professionals and reach-out to counsel regarding consent to same in connection with interim fee application (.30)	0.30
12/03/13	DAB	Review correspondence from Committee re: fee applications (.30); circulate summary of same to S. Reisman, M. Gallagher, and B. Kotliar (.20)	0.50
12/04/13	SJR	Review correspondence from Chadbourne & Parke Law Firm, counsel to Examiner, regarding responding to request for hold-back for impact on interim fee application requests (.30)	0.30
12/04/13	DAB	Review correspondence from Examiner counsel re: fee applications (.30); circulate summary of same to S. Reisman, M. Gallagher, and B. Kotliar (.20)	0.50
12/09/13	SJR	Attend to matters regarding upcoming fee application and review of Objection of U.S. Trustee to same (.70); follow up correspondence with M. Gallagher regarding efforts to resolve Objection and supporting materials for same (.20)	0.90
12/09/13	MG8	Review US Trustee's Omnibus Objection to Fourth Interim Fee Applications, with particular focus as it relates to Curtis (.50); telephone conference with M. Driscoll of the Office of US Trustee regarding the same (.20); attend to correspondence with E. Richards of Morrison & Foerster regarding the US Trustee's Omnibus Objection to Fourth Interim Fee Applications (.10); attend to correspondence with S. Reisman regarding US Trustee objection with respect to certain of Curtis' fees for Fourth Interim Period and strategy for resolving same (.20)	1.00
12/09/13	FRG	Prepare materials in connection with Curtis' response to the US Trustee objections to Curtis' Fourth Interim Fee Application per request of D. Bloom (.40); correspond with D. Bloom re: same (.10)	0.50
12/10/13	MG8	Review Committee's objection to final fees of	0.20

March 03, 2014
Inv # 1598504
Our Ref # 062108-000700

Page 2

	Examiner's professionals and response to Fourth Interim Fee Applications (.20)	
12/11/13 MG8	Attend to correspondence with E. Small of US Trustee's office regarding resolution of US Trustee's limited objection to Curtis' Fourth Interim Fee Application (.10); follow-up correspondence with E. Richards of Morrison & Foerster regarding the same per the request of E. Small (.20)	0.30
12/13/13 MG8	Review and comment on draft script for hearing on Fourth Interim Fee Applications (.50); follow-up correspondence with B. Kotliar regarding same and agenda for hearing on December 17, addressing, among other matters, Curtis' Fourth Interim Fee Application (.20); attend to correspondence from L. Marinuzzi regarding proposed order for Fourth Interim Fee Applications (.10); review briefly various responses filed by other retained professionals addressing US Trustee's objections to Fourth Interim Fee Applications (.30)	1.10
12/13/13 BMK	Draft script for hearing on Curtis' Fourth Interim Fee Application (1.20); email correspondence with M. Gallagher re: same (.20)	1.40
12/16/13 MG8	Review Omnibus Response of Certain Committee Professionals with respect to US Trustee's Objection to Fourth Interim Fee Applications (.20); follow-up correspondence with Debtors and Committee with respect to same (.10); review agenda for December 17 hearing, including Fourth Interim Fee Applications (.10); organize and review materials in preparation for hearing on Curtis' Fourth Interim Fee Application (.50)	0.90
12/16/13 DAB	Review Omnibus Response of Certain Committee Professionals With Respect to the US Trustee's Objection to the Fourth Interim Applications for Compensation and Reimbursement of Expenses (.30)	0.30
12/17/13 SJR	Attend to matters with respect to preparation for the hearing on the fourth interim fee application of Curtis' conflicts counsel for ResCap and review of outline for today's hearing (1.40); confer with M. Gallagher regarding coverage of today's hearing (.30)	1.70
12/17/13 MG8	Prepare for hearing on Curtis' Fourth Interim Fee Applications, including review Second Amended Agenda agenda and statement of Kramer Levin with respect to resolution of US Trustee objections to applications of Committee Professionals (.50); attend Omnibus hearing and appear for Curtis at hearing on Fourth Interim Fee Applications (2.80); update dollar amounts to be included for Curtis in Order Approving Fourth Interim Fee Applications to include adjustment order by Judge Glenn and holdback resolution to address Committee's Limited Objection to Fourth	3.90

March 03, 2014
Inv # 1598504
Our Ref # 062108-000700

Page 3

Interim Fee Applications (.20); correspond with B. Kotliar regarding same (.10); attend to correspondence from E. Richards of Morrison & Foerster regarding completion of Order Approving Fourth Interim Fee Applications and review draft of the proposed order (.20); follow-up correspondence with B. Kotliar regarding the same (.10)

12/17/13 DAB Review text of draft fee order to be filed by Morrison and Foerster, per M. Gallagher request (.80) 0.80

TOTAL HOURS 14.60

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.20	830	2,656.00
Maryann Gallagher	Counsel	7.40	625	4,625.00
Daniel A. Bloom	Associate	2.10	480	1,008.00
Bryan M. Kotliar	Associate	1.40	305	427.00
Franklin R. Guenther	Legal Assistant	0.50	235	117.50
		14.60		\$8,833.50

TOTAL SERVICES \$8,833.50

Summary of Expenses

Courier Expense 133.75

TOTAL EXPENSES \$133.75

TOTAL THIS INVOICE

\$8,967.25